

**CITY OF LA VISTA**  
**MAYOR AND CITY COUNCIL REPORT**  
**FEBRUARY 2, 2021 AGENDA**

<b>Subject:</b>	<b>Type:</b>	<b>Submitted By:</b>
AUTHORIZATION OF REFUNDING BONDS AND TO ISSUE A NEW HIGHWAY ALLOCATION FUND PLEDGE BOND	RESOLUTION ◆ ORDINANCE RECEIVE/FILE	CINDY MISEREZ FINANCE DIRECTOR

**SYNOPSIS**

Ordinances have been prepared authorizing the issuance of General Obligation Bonds, Highway Allocation Bonds and Taxable Tax Supported Bonds to refund Outstanding Bonds of the City.

**FISCAL IMPACT**

The refunding bonds will only be issued if the City will realize net present value savings that is redeemable at a price equal to the principal amount thereof plus accrued interest to the date fixed for redemption.

- B.1 Refund outstanding General Obligation Refunding Bonds, Series 2015;
- B.2 Refund outstanding Highway Allocation Fund Bonds Series 2014 and Series 2016; AND the issuance of new Highway Allocation Fund Pledge Bonds Series 2021
- B.3 Refund outstanding Taxable Tax Supported Bonds Series 2017.

**RECOMMENDATION**

Approval.

**BACKGROUND**

The ordinances authorize the refunding transaction but requires there be a minimum level of savings before the transaction can proceed. Authorizing the refunding now will allow the City to more quickly react to favorable market conditions as the interest rate environment continues to be volatile.

Since the 2014, 2015, 2016 and 2017 bonds were issued, the rates of interest available in the market have so declined that by issuing its refunding bonds to provide funds for the payment and redemption in whole or in part, a substantial savings in the amount of yearly running interest will be made to the City.

The Highway Allocation Fund Pledge Bond, Series 2021 will be sized to meet FY21 approved construction contracts in place and expected FY21 construction projects as approved in the Biennial Budget.

**ORDINANCE NO. \_\_\_\_**

**AN ORDINANCE AUTHORIZING THE ISSUANCE OF GENERAL OBLIGATION REFUNDING BONDS OF THE CITY OF LA VISTA, NEBRASKA, IN ONE OR MORE SERIES, IN THE AGGREGATE STATED PRINCIPAL AMOUNT OF NOT TO EXCEED \$4,200,000 FOR THE PURPOSE OF REFUNDING ALL OR A PORTION OF CERTAIN OUTSTANDING GENERAL OBLIGATION BONDS OF THE CITY; AND AUTHORIZING THE REDEMPTION OF SUCH OUTSTANDING BONDS TO BE REFUNDED; PRESCRIBING THE FORM OF SUCH BONDS TO BE ISSUED AND AUTHORIZING OFFICERS OF THE CITY TO APPROVE CERTAIN FINAL TERMS OF THE BONDS; PROVIDING FOR THE LEVY AND COLLECTION OF TAXES TO PAY THE SAME, IF NECESSARY; PROVIDING FOR THE SALE OF THE BONDS; AUTHORIZING THE DELIVERY OF THE BONDS TO THE PURCHASER; AND PROVIDING FOR THE DISPOSITION OF BOND PROCEEDS; AND ORDERING THE ORDINANCE PUBLISHED IN PAMPHLET FORM.**

BE IT ORDAINED BY THE MAYOR AND COUNCIL OF THE CITY OF LA VISTA, NEBRASKA:

Section 1. (a) The Mayor and Council of the City of La Vista, Nebraska (the "City") hereby find and determine that: There have been heretofore issued and are now outstanding and unpaid valid interest-bearing bonds of the City as follows:

General Obligation Refunding Bonds, Series 2015, in the outstanding principal amount of \$4,105,000, dated December 1, 2015 (the "2015 Bonds"), which mature and bear interest as follows:

Principal <u>Amount</u>	Maturing December 15 <u>Of Year</u>	Interest <u>Rate</u>	<u>CUSIP No.</u>
\$870,000	2021	2.00%	505318 RT4
890,000	2022	2.00	505318 RU1
910,000	2023	2.00	505318 RV9
925,000	2024	2.20	505318 RW7
250,000	2025	2.25	505318 RX5
260,000	2026	2.35	505318 RY3

such 2015 Bonds being part of an issue of \$8,240,000 principal amount of General Obligation Refunding Bonds, Series 2015 issued pursuant to an ordinance duly passed by the Council and approved by the Mayor on September 15, 2015 (the "2015 Ordinance"), and such 2015 Bonds maturing on and after December 15, 2020 are redeemable at the option of the City at any time on or after December 1, 2020 (the "2015 Bonds Redemption Date"), at a redemption price equal to the principal amount thereof plus accrued interest to the date fixed for redemption.

(b) (i) All of the 2015 Bonds are valid, interest bearing obligations of the City; (ii) since the 2015 Bonds were issued, the rates of interest available in the market have so declined that by issuing its refunding bonds to provide funds for the payment and redemption of all or a portion of the 2015 Bonds, all as set out above, a substantial savings in the amount of yearly running interest will be made to the City; (iii) all or a portion of the 2015 Bonds (as called for redemption, collectively, the "Refunded Bonds") are herein authorized to be called for redemption; (iv) for the purpose of providing for the payment and redemption of the Refunded Bonds as above set out and to pay costs of issuance thereof, it is in the best interest of the City

to issue general obligation refunding bonds of the City, in one or more series, in the aggregate stated principal amount of not to exceed \$4,200,000 (the “Bonds”); and (v) except as set forth herein, the City has no bond sinking funds on hand for the retirement of the Refunded Bonds not required for the timely payment of principal and interest due on the Redemption Dates.

Section 2. (a) The Mayor and Council further find and determine that (a) it is necessary, desirable, advisable and in the best interest of the City to provide for the payment and redemption of the Refunded Bonds; and, (b) all conditions, acts and things required by law to exist or to be done precedent to the issuance of the Bonds, in one or more series, in the aggregate stated principal amount of not to exceed \$4,200,000 pursuant to Section 10-142, Reissue Revised Statutes of Nebraska, as amended, and other applicable statutes, do exist and have been done as required by law. To provide funds for the purpose of refunding the Refunded Bonds as set out in Section 1 hereof, there shall be and there are hereby ordered issued the General Obligation Refunding Bonds of the City, in one or more series, in the aggregate stated principal amount of not to exceed 4,200,000.

(b) The Bonds or any portion thereof are hereby authorized to be sold pursuant to a negotiated sale with D.A. Davidson & Co., as initial purchaser or placement agent, as applicable, or such other entity determined appropriate by an Authorized Officer (the “Underwriter”). In connection with such sale, the Mayor, City Administrator or Director of Administrative Services (each, an “Authorized Officer”) are hereby authorized to specify, determine, designate, establish and appoint, as the case may be, in one or more written designations which may be included in a bond purchase agreement (each, a “Designation”), (i) the aggregate purchase price of the Bonds and the underwriting discount which shall not exceed 0.7% of the aggregate stated principal amount thereof, (ii) the form and contents of any bond purchase agreement in connection with such sale, (iii) the title (including series designation), dated date, aggregate principal amount (including the aggregate principal amounts of serial Bonds and term Bonds, if any), which aggregate stated principal amount shall not exceed \$4,200,000, and the final maturity date, which shall not be later than December 15, 2026, (iv) the principal amounts maturing in each year, (v) the rate or rates of interest to be borne by each principal maturity, with present value savings in an amount approved by an Authorized Officer in a Designation, (vi) the principal payment dates and interest payment dates, (vii) whether the Bonds will be subject to redemption prior to their stated maturity, and if subject to such optional redemption, the provisions governing such redemption, including a redemption price not to exceed 104% of the principal amount then being redeemed plus accrued interest to the date of redemption, (viii) the amount and due date of each sinking fund installment for any of the Bonds issued as term Bonds, (ix) the designation of the Paying Agent and Registrar and the form and content of any agreement between the City and such entity, (x) whether interest on each series of Bonds shall be taxable or tax-exempt, and (xi) all other terms and provisions of the Bonds not otherwise specified or fixed by this Ordinance.

(c) The Authorized Officers, or each individually, are hereby authorized to irrevocably call any or all of the Refunded Bonds for redemption on such date or dates he or she determines appropriate, which date or dates shall be the Redemption Dates hereunder. The Authorized Officers, or each individually, are hereby authorized to designate, approve, execute and deliver, as the case may be (i) the form, content, terms and provisions of any published and/or mailed notice of redemption with respect to the payment and redemption of the Refunded Bonds, (ii) an Escrow Agent, (iii) the form, content, terms and provisions of an Escrow Agreement with the Escrow Agent for the purpose of providing for the deposit in trust with the Escrow Agent a portion of the net proceeds of the Bonds, the investment of such net proceeds pending their application, the application of such proceeds and any investment income to the payment of all of the principal of and interest on the Refunded Bonds maturing on or before the Redemption Date and the application of the balance of such proceeds and any investment income thereof to the redemption and retirement of the Refunded Bonds on the Redemption Date.

Section 3. The Bonds shall be issued in fully registered form in the denomination of \$5,000 or any integral multiple thereof. The date of original issue for the Bonds shall be date of original delivery. Interest on the Bonds, at the respective rates for each maturity, shall be payable semi-annually on June 15 and December 15 of each year beginning June 15, 2021 (or such other date or dates as may be determined in a Designation, each an "Interest Payment Date"), and the Bonds shall bear such interest from the date of original issue or the most recent Interest Payment Date, whichever is later. The interest due on each Interest Payment Date shall be payable to the registered owners of record as of the fifteenth day immediately preceding the Interest Payment Date (the "Record Date"), subject to the provisions of Section 4 hereof. The Bonds shall be numbered from 1 upwards in the order of their issuance. No Bond shall be issued originally or upon transfer or partial redemption having more than one principal maturity. The initial bond numbering and principal amounts for each of the Bonds issued shall be as directed by the initial purchaser thereof. Payments of interest due on the Bonds prior to maturity or earlier redemption shall be made by the Paying Agent and Registrar, designated in Section 4 hereof, by mailing a check or draft in the amount due for such interest on each Interest Payment Date to the registered owner of each Bond, as of the Record Date for such Interest Payment Date, to such owner's registered address as shown on the books of registration as required to be maintained in Section 4 hereof. Payments of principal due at maturity or at any date fixed for redemption prior to maturity, together with unpaid accrued interest thereon, shall be made by the Paying Agent and Registrar to the registered owners upon presentation and surrender of the Bonds to the Paying Agent and Registrar. The City and the Paying Agent and Registrar may treat the registered owner of any Bond as the absolute owner of such Bond for the purpose of making payments thereon and for all other purposes and neither the City nor the Paying Agent and Registrar shall be affected by any notice or knowledge to the contrary, whether such Bond or any installment of interest due thereon shall be overdue or not. All payments on account of interest or principal made to the registered owner of any Bond in accordance with the terms of this Ordinance shall be valid and effectual and shall be a discharge of the City and the Paying Agent and Registrar, in respect of the liability upon the Bonds or claims for interest to the extent of the sum or sums so paid.

Section 4. The Authorized Officers are hereby authorized to designate the Paying Agent and Registrar for the Bonds in a Designation, which Paying Agent and Registrar shall be a bank or trust company. Said Paying Agent and Registrar shall serve in such capacities under the terms of an agreement entitled "Paying Agent and Registrar's Agreement" between the City and said Paying Agent and Registrar and the Mayor and City Clerk are hereby authorized to execute said agreement. The Paying Agent and Registrar shall keep and maintain for the City books for the registration and transfer of the Bonds at its office. The names and registered addresses of the registered owner or owners of the Bonds shall at all times be recorded in such books. Any Bond may be transferred pursuant to its provisions at the office of the Paying Agent and Registrar by surrender of such Bond for cancellation, accompanied by a written instrument of transfer, in form satisfactory to the Paying Agent and Registrar, duly executed by the registered owner in person or by such owner's duly authorized agent, and thereupon the Paying Agent and Registrar, on behalf of the City, will deliver at its office (or send by registered mail to the transferee owner or owners thereof at such transferee owner's or owners' risk and expense), registered in the name of the transferee owner or owners, a new Bond or Bonds of the same series, interest rate, aggregate principal amount and maturity. To the extent of the denominations authorized for the Bonds by this Ordinance, one Bond may be transferred for several such Bonds of the same series, interest rate and maturity, and for a like aggregate principal amount, and several such Bonds may be transferred for one or several such Bonds, respectively, of the same series, interest rate and maturity and for a like aggregate principal amount. In every case of transfer of a Bond, the surrendered Bond shall be canceled and destroyed. All Bonds issued upon transfer of the bonds so surrendered shall be valid obligations of the City evidencing the same obligation as the Bonds surrendered and shall be entitled to all the benefits and protection of this Ordinance to the same extent as the Bonds upon transfer of which they were delivered. The City and the Paying Agent and Registrar shall not be required to transfer any Bond during any period from any Record Date until its

immediately following Interest Payment Date or to transfer any Bond called for redemption for a period of 30 days next preceding the date fixed for redemption.

Section 5. In the event that payments of interest due on the Bonds on an Interest Payment Date are not timely made, such interest shall cease to be payable to the registered owners as of the Record Date for such Interest Payment Date and shall be payable to the registered owners of the Bonds as of a special date of record for payment of such defaulted interest as shall be designated by the Paying Agent and Registrar whenever monies for the purpose of paying such defaulted interest become available.

Section 6. In addition to any mandatory sinking fund redemptions, the Bonds shall be subject to redemption at the option of the City, in whole or in part, prior to maturity at any time on or after five years after the date of original issue, at par plus accrued interest on the principal amount redeemed to the date fixed for redemption (or such other date or dates as may be determined in a Designation). The City may select the Bonds to be redeemed for optional redemption in its sole discretion. Bonds for mandatory redemption shall be selected by the Paying Agent and Registrar using any random method of selection determined appropriate by the Paying Agent and Registrar. Bonds redeemed pursuant to the requirements for mandatory redemption shall be redeemed at par plus accrued interest on the principal amount redeemed. The Bonds shall be redeemed only in amounts of \$5,000 or integral multiples thereof. Bonds redeemed in part only shall be surrendered to the Paying Agent and Registrar in exchange for a new Bond evidencing the unredeemed principal thereof. Notice of redemption of any Bond called for redemption shall be given, at the direction of the City in the case of optional redemption and without further direction in the case of mandatory redemption, by the Paying Agent and Registrar by mail not less than 30 days prior to the date fixed for redemption, first class, postage prepaid, sent to the registered owner of such Bond at said owner's registered address. Such notice shall designate the Bond or Bonds to be redeemed by maturity or otherwise, the date of original issue, series and the date fixed for redemption and shall state that such Bond or Bonds are to be presented for prepayment at the office of the Paying Agent and Registrar. In case of any Bond partially redeemed, such notice shall specify the portion of the principal amount of such Bond to be redeemed. No defect in the mailing of notice for any Bond shall affect the sufficiency of the proceedings of the City designating the Bonds called for redemption or the effectiveness of such call for Bonds for which notice by mail has been properly given and the City shall have the right to further direct notice of redemption for any such Bond for which defective notice has been given.

Section 7. If the date for payment of the principal of or interest on the Bonds shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the municipality where the Paying Agent and Registrar is located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized to close, and payment on such day shall have the same force and effect as if made on the nominal date of payment.

Section 8. The Bonds shall be in substantially the following form:

UNITED STATES OF AMERICA  
STATE OF NEBRASKA  
COUNTY OF SARPY

CITY OF LA VISTA, NEBRASKA  
GENERAL OBLIGATION REFUNDING BOND (TAXABLE INTEREST)  
SERIES 20\_\_\_\_

No. \_\_\_\_\_ \$

<u>Interest Rate</u> %	<u>Maturity Date</u> December 15, 20____	<u>Date of Original Issue</u> _____, 20____	<u>CUSIP</u>
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Registered Owner: Cede & Co.

Principal Amount:

The CITY OF LA VISTA, NEBRASKA (the "City"), hereby acknowledges itself to owe and for value received promises to pay to the Registered Owner specified above, or registered assigns, the Principal Amount specified above in lawful money of the United States of America on the Maturity Date specified above with interest thereon to maturity (or earlier redemption) computed on the basis of a 360-day year consisting of twelve 30-day months from the Date of Original Issue or most recent Interest Payment Date, whichever is later, at the Interest Rate per annum specified above, payable semiannually on \_\_\_\_\_ and \_\_\_\_\_ of each year, beginning \_\_\_\_\_, 20\_\_\_\_ (each of such dates an "Interest Payment Date"). The Principal Amount hereof, together with unpaid accrued interest due at maturity or upon earlier redemption, is payable upon presentation and surrender of this bond at the office of \_\_\_\_\_, as the Paying Agent and Registrar, in \_\_\_\_\_, Nebraska. Interest on this bond due prior to maturity or earlier redemption will be paid on each Interest Payment Date by a check or draft mailed by the Paying Agent and Registrar to the registered owner of this bond, as shown on the books of record maintained by the Paying Agent and Registrar, at the close of business on the fifteenth day immediately preceding such Interest Payment Date, to such owner's registered address as shown on such books and records. Any interest not so timely paid shall cease to be payable to the person entitled thereto as of the record date such interest was payable, and shall be payable to the person who is the registered owner of this bond (or of one or more predecessor bonds hereto) on such special record date for payment of such defaulted interest as shall be fixed by the Paying Agent and Registrar whenever monies for such purposes become available.

This bond is one of an issue of fully registered bonds (the "Bonds") of the total principal amount of \_\_\_\_\_ (\$\_\_\_\_\_), of even date and like tenor except as to date of maturity, rate of interest and denomination which were issued by the City in strict compliance with Section 10-142, Reissue Revised Statutes of Nebraska, as amended, and other applicable statutes for the purpose of refunding \$\_\_\_\_\_ outstanding principal amount of General Obligation Refunding Bonds, Series 2015, dated December 1, 2015. The issuance of such bonds has been authorized by proceedings duly had and an ordinance legally passed and approved by the Mayor and Council of the City (the "Ordinance").

The Bonds are subject to redemption at the option of the City, in whole or in part, at any time on or after five years after the date of delivery, at par plus interest accrued on the principal amount redeemed to the date fixed for redemption.

[In addition, the Bonds shall be subject to mandatory sinking fund redemption payments (with bonds being redeemed at par plus accrued interest) as follows:

\$ Principal Maturing December 15, 20  
\$        to be called December 15, 20        
\$        to be called December 15, 20        
\$        Payable December 15, 20      ]

Notice of redemption shall be given by mail to the registered owner of any Bond to be redeemed at such registered owner's address in the manner specified in the Ordinance authorizing the Bonds. Individual Bonds may be redeemed in part but only in \$5,000 amounts or integral multiples thereof.

This Bond is transferable by the Registered Owner or such owner's attorney duly authorizing in writing at the office of the Paying Agent and Registrar upon surrender and cancellation of this Bond, and thereupon a new Bond or Bonds of the same aggregate principal amount, interest rate and maturity will be issued to the transferee as provided in the Ordinance, subject to the limitations therein prescribed. The City, the Paying Agent and Registrar and any other person may treat the person in whose name this Bond is registered as the absolute owner hereof for the purpose of receiving payment due hereunder and for all purposes and shall not be affected by any notice to the contrary, whether this Bond be overdue or not.

If the date for payment of the principal of or interest on this Bond shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the City are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized to close, and payment on such day shall have the same force and effect as if made on the nominal date of payment.

IT IS HEREBY CERTIFIED AND WARRANTED that all conditions, acts and things required by law to exist or to be done precedent to and in the issuance of this Bond and in the issuance of the Bonds refunded hereby did exist, did happen and were done and performed in regular and due form and time as required by law and that the indebtedness of said City, including this Bond and the Bonds refunded hereby, does not exceed any limitation imposed by law. The City agrees that it will cause to be levied and collected annually a tax by valuation on all the taxable property in the City, in addition to all other taxes, sufficient in rate and amount to fully pay the principal and interest of this Bond and the other Bonds of this issue as the same become due. The City reserves the right to provide for payments of principal and interest on the Bonds in any fiscal year from other available funds, and thereby satisfy its obligation to levy taxes on property.

AS PROVIDED IN THE ORDINANCE REFERRED TO HEREIN, UNTIL THE TERMINATION OF THE SYSTEM OF BOOK-ENTRY-ONLY TRANSFERS THROUGH THE DEPOSITORY TRUST COMPANY, NEW YORK, NEW YORK (TOGETHER WITH ANY SUCCESSOR SECURITIES DEPOSITORY APPOINTED PURSUANT TO THE ORDINANCE, "DTC"), AND NOTWITHSTANDING ANY OTHER PROVISIONS OF THE ORDINANCE TO THE CONTRARY, A PORTION OF THE PRINCIPAL AMOUNT OF THIS BOND MAY BE PAID OR REDEEMED WITHOUT SURRENDER HEREOF TO THE REGISTRAR. DTC OR A NOMINEE, TRANSFeree OR ASSIGNEE OF DTC OF THIS BOND MAY NOT RELY UPON THE PRINCIPAL AMOUNT INDICATED HEREON AS THE PRINCIPAL AMOUNT HEREOF OUTSTANDING AND UNPAID. THE PRINCIPAL AMOUNT HEREOF OUTSTANDING AND UNPAID SHALL FOR ALL PURPOSES BE THE AMOUNT DETERMINED IN THE MANNER PROVIDED IN THE ORDINANCE.

UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED OFFICER OF DTC (A) TO THE REGISTRAR FOR REGISTRATION OF TRANSFER OR EXCHANGE OR (B) TO THE REGISTRAR FOR PAYMENT OF PRINCIPAL, AND ANY BOND ISSUED IN REPLACEMENT HEREOF OR SUBSTITUTION HEREOF IS REGISTERED IN THE NAME OF DTC AND ANY PAYMENT IS

MADE TO DTC OR ITS NOMINEE, ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL BECAUSE ONLY THE REGISTERED OWNER HEREOF, DTC OR ITS NOMINEE, HAS AN INTEREST HEREIN.

This Bond shall not be valid and binding on the City until authenticated by the Paying Agent and Registrar.

IN WITNESS WHEREOF, the Mayor and Council of the City have caused this Bond to be executed on behalf of the City with the manual or facsimile signatures of the Mayor and the Clerk and by causing the official seal of the City to be impressed or imprinted hereon, all as of the date of original issue specified above.

CITY OF LA VISTA, NEBRASKA  
(facsimile signature)

ATTEST:

Mayor

(facsimile signature)  
Clerk  
(SEAL)

#### CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds authorized by Ordinance of the Mayor and Council of the City of La Vista, Nebraska, described in the foregoing Bond.

\_\_\_\_\_,  
\_\_\_\_\_, Nebraska, Paying Agent and Registrar

## ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto

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Print or Type Name, Address and Social Security Number  
or other Taxpayer Identification Number of Transferee

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints \_\_\_\_\_ agent to transfer the within Bond on the Bond Register kept by the Paying Agent for the registration thereof, with full power of substitution in the premises.

Dated: \_\_\_\_\_

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NOTICE: The signature to this assignment must correspond with the name of the Registered Owner as it appears upon the face of the within Bond in every particular.

Medallion Signature Guarantee:

Section 9. Each of the Bonds shall be executed on behalf of the City with the manual or facsimile signatures of the Mayor and Clerk of the City. The Bonds shall be issued initially as “book-entry-only” bonds using the services of The Depository Trust Company (the “Depository”), with one typewritten bond per maturity being issued to the Depository. In such connection said officers are authorized to execute and deliver a letter of representations (the “Letter of Representations”) in the form required by the Depository, for and on behalf of the City, which shall thereafter govern matters with respect to registration, transfer, payment and redemption of the Bonds. Upon the issuance of the Bonds as “book-entry-only” bonds, the following provisions shall apply:

(a) The City and the Paying Agent and Registrar shall have no responsibility or obligation to any broker-dealer, bank or other financial institution for which the Depository holds Bonds as securities depository (each, a “Bond Participant”) or to any person who is an actual purchaser of a Bond from a Bond Participant while the Bonds are in book-entry form (each, a “Beneficial Owner”) with respect to the following:

(i) the accuracy of the records of the Depository, any nominees of the Depository or any Bond Participant with respect to any ownership interest in the Bonds,

(ii) the delivery to any Bond Participant, any Beneficial Owner or any other person, other than the Depository, of any notice with respect to the Bonds, including any notice of redemption, or

(iii) the payment to any Bond Participant, any Beneficial Owner or any other person, other than the Depository, of any amount with respect to the Bonds. The Paying Agent and Registrar shall make payments with respect to the Bonds only to or upon the order of the Depository or its nominee and all such payments shall be valid and effective fully to satisfy and discharge the obligations with respect to such Bonds to the extent of the sum or sums so paid. No person other than the Depository shall receive an authenticated Bond, except as provided in (e) below.

(b) Upon receipt by the Paying Agent and Registrar of written notice from the Depository to the effect that the Depository is unable or unwilling to discharge its responsibilities, the Paying Agent and Registrar shall issue, transfer and exchange Bonds requested by the Depository in appropriate amounts. Whenever the Depository requests the Paying Agent and Registrar to do so, the Paying Agent and Registrar will cooperate with the Depository in taking appropriate action after reasonable notice (i) to arrange, with the prior written consent of the City, for a substitute depository willing and able upon reasonable and customary terms to maintain custody of the Bonds or (ii) to make available Bonds registered in whatever name or names the Beneficial Owners transferring or exchanging such Bonds shall designate.

(c) If the City determines that it is desirable that certificates representing the Bonds be delivered to the Bond Participants and/or Beneficial Owners of the Bonds and so notifies the Paying Agent and Registrar in writing, the Paying Agent and Registrar shall so notify the Depository, whereupon the Depository will notify the Bond Participants of the availability through the Depository of bond certificates representing the Bonds. In such event, the Paying Agent and Registrar shall issue, transfer and exchange bond certificates representing the Bonds as requested by the Depository in appropriate amounts and in authorized denominations.

(d) Notwithstanding any other provision of this Ordinance to the contrary, so long as any Bond is registered in the name of the Depository or any nominee thereof, all payments with

respect to such Bond and all notices with respect to such Bond shall be made and given, respectively, to the Depository as provided in the Letter of Representations.

(e) Registered ownership of the Bonds may be transferred on the books of registration maintained by the Paying Agent and Registrar, and the Bonds may be delivered in physical form to the following:

(i) any successor securities depository or its nominee;

(ii) any person, upon (A) the resignation of the Depository from its functions as depository or (B) termination of the use of the Depository pursuant to this Section.

(f) In the event of any partial redemption of a Bond unless and until such partially redeemed Bond has been replaced in accordance with the provisions of this Ordinance, the books and records of the Paying Agent and Registrar shall govern and establish the principal amount of such Bond as is then outstanding and all of the Bonds issued to the Depository or its nominee shall contain a legend to such effect.

If for any reason the Depository resigns and is not replaced or upon termination by the City of book-entry-only form, the City shall immediately provide a supply of bond certificates for issuance upon subsequent transfers or in the event of partial redemption. In the event that such supply of certificates shall be insufficient to meet the requirements of the Paying Agent and Registrar for issuance of replacement bond certificates upon transfer or partial redemption, the City agrees to order printed an additional supply of bond certificates and to direct their execution by manual or facsimile signature of its then duly qualified and acting officers. In case any officer whose signature or facsimile thereof shall appear on any Bond shall cease to be such officer before the delivery of such Bond (including any bond certificates delivered to the Paying Agent and Registrar for issuance upon transfer or partial redemption) such signature or such facsimile signature shall nevertheless be valid and sufficient for all purposes the same as if such officer or officers had remained in office until the delivery of such Bond. The Bonds shall not be valid and binding on the City until authenticated by the Paying Agent and Registrar. The Bonds shall be delivered to the Paying Agent and Registrar for registration and authentication. Upon execution, registration and authentication of the Bonds, they shall be delivered to the City Treasurer, who is authorized to deliver them to the Underwriter, as initial purchaser thereof, upon receipt of the principal amount of the Bonds plus accrued interest thereon, to date of payment for the Bonds and less the Underwriter's discount, in accordance with Section 3 hereof. Such initial purchaser shall have the right to direct the registration of the Bonds and the denominations thereof within each maturity, subject to the restrictions of this Ordinance. The Underwriter and its agents, representatives and counsel and the City's bond counsel are hereby authorized to take such actions on behalf of the City as are necessary to effectuate the closing of the issuance and sale of the Bonds, including, without limitation, authorizing the release of the Bonds by the Depository at closing. The Authorized Officers of the City (or any one of them) are hereby authorized to execute a bond purchase agreement for the sale of the Bonds to the Underwriter. The officers of the City, or any one or more of them are hereby further authorized to take any and all actions and enter into any and all agreements deemed necessary or appropriate in connection with the issuance and sale of the Bonds and the redemption and payment of the Refunded Bonds, and any such actions previously taken are hereby ratified and confirmed.

Section 10. The Clerk is directed to make and certify a transcript or transcripts of the proceedings of the Mayor and Council precedent to the issuance of the Bonds, a copy of which shall be delivered to the initial purchaser of the Bonds.

Section 11. The net sale proceeds of the Bonds, along with any necessary funds of the City on hand, shall be applied to the payment and satisfaction of all of the principal of and the interest on the Refunded Bonds falling due prior to, and as called for redemption on, the Redemption Dates. Accrued interest received from the sale of the Bonds, if any, shall be applied to pay interest first falling due on the Bonds. Expenses of issuance of the Bonds may be paid from the proceeds of the Bonds. In order to satisfy the City's obligations on the Refunded Bonds, if determined necessary and appropriate by an Authorized Officer, such proceeds of the Bonds along with funds of the City on hand shall be set aside and held and invested in a special trust account which is hereby ordered established with such bank or trust company as determined by an Authorized Officer to act as escrow agent (the "Escrow Agent"). The Escrow Agent shall have custody and safekeeping of the funds and investments which are to be set aside for the payment of the Refunded Bonds. For purposes of governing such escrow account and the holding and application of such funds and investments, the City shall enter into a contract entitled "Escrow Agreement" with the Escrow Agent. The Authorized Officers, or each individually, are hereby authorized and directed to execute and deliver on behalf of the City said Escrow Agreement, including necessary counterparts, in substantially the form and content as presented to the meeting at which this ordinance is adopted, but with such changes and modifications therein as to them seem necessary, desirable, or appropriate for and on behalf of the City. The Authorized Officers, or each individually, are further authorized to approve the investments provided for in said Escrow Agreement, and to make any necessary subscriptions for United States Treasury Securities, State and Local Government Series, or to contract for the purchase of securities in the open market. Said proceeds shall be invested in obligations of the United States Government, direct or guaranteed, including United States Treasury Securities, State and Local Government Series. To the extent that such proceeds are held in a bank depository account, such deposits shall be insured by insurance of the Federal Deposit Insurance Corporation or, to the extent not fully insured, fully collateralized in the same manner as is required for deposit of public funds. Any investment from the proceeds of the Bonds herein authorized shall mature not later than the Redemption Dates. As provided in said Escrow Agreement, the proceeds of the Bonds herein authorized and investment earnings thereon shall be applied to the payment of the principal of and interest on the Refunded Bonds as the same become due on and prior to the Redemption Dates, and as called for redemption on the Redemption Dates. The City agrees that on the date of original issue of the Bonds, or as soon thereafter as practicable, it shall deposit or otherwise have on hand with the Escrow Agent, from tax levy or other available sources, funds sufficient after taking into consideration available proceeds of the Bonds and investment earnings to provide funds for all payments due on the Refunded Bonds on or before the Redemption Dates, and as called for redemption on the Redemption Dates.

Section 12. The City agrees that it will cause to be levied and collected annually a tax by valuation on all the taxable property in the City, except intangible property, in addition to all other taxes, which with other funds of the City available therefor, shall be sufficient in rate and amount to fully pay the principal of and interest on the Bonds as the same become due. The City reserves the right to provide for payments of principal and interest on the Bonds in any fiscal year from other available funds, and thereby satisfy its obligation to levy taxes on property as provided in this Section 11.

Section 13. The Authorized Officers or any one or more of them is authorized to approve, deem final and deliver a Preliminary Official Statement and a final Official Statement for and on behalf of the City, all in accordance with the requirements of Reg. Sec. 240.15c2-12 of the Securities and Exchange Commission.

Section 14. The City's obligations under this Ordinance with respect to any or all of the Bonds herein authorized shall be fully discharged and satisfied as to any or all of such Bonds and any such Bond shall no longer be deemed to be outstanding hereunder if such Bond has been purchased by the City and canceled or when the payment of principal of and interest thereon to the respective date of maturity or

redemption (a) shall have been made or caused to be made in accordance with the terms thereof, (b) shall have been provided for by depositing with a national or state bank having trust powers, or trust company, in trust, solely for such payment (i) sufficient money to make such payment and/or (ii) direct general obligations (including obligations issued or held in book entry form on the books of the Department of Treasury of the United States of America) of or obligations the principal and interest of which are unconditionally guaranteed by the United States of America (herein referred to as "U.S. Government Obligations") in such amount and bearing interest payable and maturing or redeemable at stated fixed prices at the option of the holder as to principal, at such time or times, as will ensure the availability of sufficient money to make such payments; provided, however, that with respect to any Bond to be paid prior to maturity, the City shall have duly called such Bond for redemption and given notice of such redemption as provided by law or made irrevocable provision for the giving of such notice. Any money so deposited with such bank or trust company in excess of the amount required to pay principal of and interest on the Bonds for which such monies or U.S. Government Obligations were deposited shall be paid over to the City as and when collected.

Section 15. The City hereby (a) authorizes and directs that an Authorized Officer execute and deliver, on the date of issue of the Bonds, a continuing disclosure undertaking (the "Continuing Disclosure Undertaking") in such form as shall be satisfactory to the City and in compliance with Rule 15c2-12 of the Securities and Exchange Commission, and (b) covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Undertaking. Notwithstanding any other provision of this ordinance, failure of the City to comply with the Continuing Disclosure Undertaking shall not be considered an event of default hereunder; however, any Participating Underwriter (as such term is defined in the Continuing Disclosure Undertaking) or any Beneficial Owner or any Registered Owner of a Bond (as such terms are defined in the Continuing Disclosure Undertaking) may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the City to comply with its obligations under this section.

Section 16. All documents, agreements, certificates, and instruments related to the Bonds shall be valid, binding, and enforceable against the City when executed and delivered by means of (i) an original manual signature; (ii) a faxed, scanned, or photocopied manual signature, or (iii) any other electronic signature permitted by electronic signatures laws, including any relevant provisions of the Uniform Commercial Code, in each case to the extent applicable. Each faxed, scanned, or photocopied manual signature, or other electronic signature, shall for all purposes have the same validity, legal effect, and admissibility in evidence as an original manual signature. Each document, agreement, certificate, and instrument related to the Bonds may be executed in any number of counterparts, each of which shall be deemed to be an original, but such counterparts shall, together, constitute one and the same document, agreement, certificate, or instrument, as applicable.

Section 17. This Ordinance shall be in force and take effect from and after its passage and publication in pamphlet form as provided by law.

PASSED AND APPROVED this 2nd day of February, 2021.

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ATTEST:

\_\_\_\_\_  
Mayor

City Clerk

[SEAL]

Motion for adjournment was duly made, seconded and on roll call vote was declared adopted by the Mayor.

I, Pamela Buethe, the undersigned City Clerk for the City of La Vista, Nebraska, hereby certify that the foregoing is a true and correct copy of the proceedings had and done by the Mayor and Council on February 2, 2021; that all of the subjects included in the foregoing proceedings were contained in the agenda for the meeting, kept continually current and readily available for public inspection at the office of the City Clerk; that such subjects were contained in said agenda for at least twenty-four hours prior to said meeting; that a current copy of the Nebraska Open Meetings Act was available and accessible to members of the public, posted during such meeting in the room in which such meeting was held; that at least one copy of all reproducible material discussed at the meeting was available at the meeting for examination and copying by members of the public; that the said minutes from which the foregoing proceedings have been extracted were in written form and available for public inspection within ten working days and prior to the next convened meeting of said body; that all news media requesting notification concerning meetings of said body were provided advance notification of the time and place of said meeting and the subjects to be discussed at said meeting.

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Pamela Buethe  
City Clerk

[SEAL]

**NOTICE OF PUBLICATION**  
**OF ORDINANCE NO. \_\_\_\_\_**  
**IN PAMPHLET FORM**

Public Notice is hereby given that at a meeting of the Mayor and Council of the City of La Vista, Nebraska, held at :\_:\_.m. on Tuesday, February 2, 2021, there was passed and adopted Ordinance No.        (the "Ordinance") entitled:

**ORDINANCE NO. \_\_\_\_\_**

**AN ORDINANCE AUTHORIZING THE ISSUANCE OF GENERAL OBLIGATION REFUNDING BONDS OF THE CITY OF LA VISTA, NEBRASKA, IN ONE OR MORE SERIES, IN THE AGGREGATE STATED PRINCIPAL AMOUNT OF NOT TO EXCEED \$4,200,000 FOR THE PURPOSE OF REFUNDING ALL OR A PORTION OF CERTAIN OUTSTANDING GENERAL OBLIGATION BONDS OF THE CITY; AND AUTHORIZING THE REDEMPTION OF SUCH OUTSTANDING BONDS TO BE REFUNDED; PRESCRIBING THE FORM OF SUCH BONDS TO BE ISSUED AND AUTHORIZING OFFICERS OF THE CITY TO APPROVE CERTAIN FINAL TERMS OF THE BONDS; PROVIDING FOR THE LEVY AND COLLECTION OF TAXES TO PAY THE SAME, IF NECESSARY; PROVIDING FOR THE SALE OF THE BONDS; AUTHORIZING THE DELIVERY OF THE BONDS TO THE PURCHASER; AND PROVIDING FOR THE DISPOSITION OF BOND PROCEEDS; AND ORDERING THE ORDINANCE PUBLISHED IN PAMPHLET FORM.**

The Ordinance was published in pamphlet form on February       , 2021. Copies of the Ordinance as published in pamphlet form are available for inspection and distribution at the Office of the Clerk, in the City of La Vista, Nebraska.

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Pamela Buethe  
City Clerk

[SEAL]

Publish:                           , 2021.

**ORDINANCE NO. \_\_\_\_**

**AN ORDINANCE AUTHORIZING THE ISSUANCE OF HIGHWAY ALLOCATION FUND PLEDGE AND REFUNDING BONDS OF THE CITY OF LA VISTA, NEBRASKA, IN ONE OR MORE SERIES, IN THE AGGREGATE STATED PRINCIPAL AMOUNT OF NOT TO EXCEED \$10,400,000, IN ONE OR MORE SERIES, FOR THE PURPOSE OF REFUNDING ALL OR A PORTION OF CERTAIN OUTSTANDING HIGHWAY ALLOCATION FUND PLEDGE BONDS OF THE CITY; AND AUTHORIZING THE REDEMPTION OF SUCH OUTSTANDING BONDS TO BE REFUNDED; PRESCRIBING THE FORM OF SUCH BONDS TO BE ISSUED AND AUTHORIZING OFFICERS OF THE CITY TO APPROVE CERTAIN FINAL TERMS OF THE BONDS; PLEDGING FUNDS TO BE RECEIVED BY THE CITY FROM THE STATE OF NEBRASKA HIGHWAY ALLOCATION FUND FOR THE PAYMENT OF SAID BONDS; PROVIDING FOR THE LEVY AND COLLECTION OF TAXES TO PAY THE SAME IF NECESSARY; PROVIDING FOR THE SALE OF THE BONDS; AUTHORIZING THE DELIVERY OF THE BONDS TO THE PURCHASER; AND PROVIDING FOR THE DISPOSITION OF BOND PROCEEDS; AND ORDERING THE ORDINANCE PUBLISHED IN PAMPHLET FORM.**

BE IT ORDAINED BY THE MAYOR AND COUNCIL OF THE CITY OF LA VISTA, NEBRASKA:

Section 1. The Mayor and Council of the City of La Vista, Nebraska (the "City") hereby find and determine that:

(a) The City requires the construction of certain streets and other appurtenant related improvements within the City (the "Project"), all as set out in the project scope of improvements as prepared by the special engineers for the City; that the City's Engineers heretofore prepared plans, specifications and estimates of cost for the Project; that bids have been taken and the Council has awarded a contract for the construction of the aforesaid improvements; that the City has the authority to fund the project costs through issuance of highway allocation fund pledge bonds; and, that it is necessary and advisable for the City to provide financing for the Project by the issuance of its highway allocation fund pledge bonds as further described herein.

(b) There have been heretofore issued and are now outstanding and unpaid valid interest-bearing bonds of the City as follows:

(i) Highway Allocation Fund Pledge Bonds, Series 2016, in the outstanding principal amount of \$1,805,000, dated May 24, 2016 (the "2016 Bonds"), which mature and bear interest as follows:

<u>Principal Amount</u>	<u>Maturing Of Year</u>	<u>Interest Rate</u>	<u>CUSIP No.</u>
\$65,000	2021	1.000%	505318 RZ0
355,000	2026	2.000	505318 SA4
850,000	2036	3.000	505318 SB2
535,000	2041	3.125	505318 SC0

such 2016 Bonds being part of an issue of \$2,070,000 principal amount of Highway Allocation Fund Pledge Bonds, Series 2016 issued pursuant to an ordinance duly passed by the Council and approved by the Mayor on March 15, 2016 (the "2016 Ordinance"), and such 2016 Bonds maturing on and after May 1, 2022 (the

“Callable 2016 Bonds”) are redeemable at the option of the City at any time on or after May 24, 2021 (the “2016 Bonds Redemption Date”), at a redemption price equal to the principal amount thereof plus accrued interest to the date fixed for redemption.

(ii) Highway Allocation Fund Pledge Refunding Bonds, Series 2014, in the outstanding principal amount of \$480,000, dated December 31, 2014 (the “2014 Bonds”), which mature and bear interest as follows:

Principal <u>Amount</u>	Maturing		Interest <u>Rate</u>	CUSIP No.
	November 15	<u>Of Year</u>		
\$110,000	2022		2.35%	505318 QR9
115,000	2024		2.65	505318 QS7
125,000	2026		3.00	505318 QT5
130,000	2028		3.25	505318 QU2

such 2014 Bonds being part of an issue of \$790,000 principal amount of Highway Allocation Fund Pledge Refunding Bonds, Series 2014 issued pursuant to an ordinance duly passed by the Council and approved by the Mayor on November 25, 2014 (the “2014 Ordinance”), and such 2014 Bonds are redeemable at the option of the City at any time on or after December 31, 2019 (the “2014 Bonds Redemption Date”; and together with the 2016 Bonds Redemption Date, the “Redemption Dates”), at a redemption price equal to the principal amount thereof plus accrued interest to the date fixed for redemption.

(c) Other than the 2016 Bonds and the 2014 Bonds, the City has no other bonds outstanding issued pursuant to Section 66-4,101, R.R.S. Neb, as amended, and that based upon the City’s current receipts from the Nebraska Highway Allocation Fund, the City anticipates that future receipts will be sufficient to pay debt service on the Bonds and any unrefunded portions of the 2016 Bonds and the 2014 Bonds as remain outstanding (collectively, the “Outstanding Highway Bonds”), as and when the same fall due.

(d) (i) All of the 2016 Bonds and the 2014 Bonds are valid, interest bearing obligations of the City; (ii) since the 2016 Bonds and the 2014 Bonds were issued, the rates of interest available in the market have so declined that by issuing its refunding bonds to provide funds for the payment and redemption of a portion of the 2016 Bonds and the 2014 Bonds, all as set out above, a substantial savings in the amount of yearly running interest will be made to the City; (iii) all or a portion of the Callable 2016 Bonds and the 2014 Bonds (as called for redemption, collectively, the “Refunded Bonds”) are herein authorized to be called for redemption; (iv) for the purpose of providing for the payment and redemption of the Refunded Bonds, to pay or reimburse costs of the Project as above set out and to pay costs of issuance thereof, it is in the best interest of the City to issue highway allocation fund pledge and refunding bonds of the City, in one or more series, in the aggregate stated principal amount of not to exceed \$10,400,000 (the “Bonds”); and (v) except as set forth herein, the City has no bond sinking funds on hand for the retirement of the Refunded Bonds not required for the timely payment of principal and interest due on the Redemption Dates.

Section 2. (a) The Mayor and Council further find and determine that (a) it is necessary, desirable, advisable and in the best interest of the City to provide for the financing of the Project and the payment and redemption of the Refunded Bonds; and, (b) all conditions, acts and things required by law to exist or to be done precedent to the issuance of the Bonds, in one or more series, in the aggregate stated principal amount of not to exceed \$10,400,000 pursuant to Sections 10-142 and 66-4,101, Reissue Revised Statutes of Nebraska, as amended, and other applicable statutes, do exist and have been done as required by law. To provide funds for the purpose of paying the costs of the Project and refunding the Refunded Bonds as set out in Section 1 hereof, there shall be and there are hereby ordered issued the Highway Allocation

Fund Pledge and Refunding Bonds of the City, in one or more series, in the aggregate stated principal amount of not to exceed \$10,400,000.

(b) The Bonds or any portion thereof are hereby authorized to be sold pursuant to a negotiated sale with D.A. Davidson & Co., as initial purchaser or placement agent, as applicable (the "Underwriter"). In connection with such sale, the Mayor, City Administrator or Director of Administrative Services (each, an "Authorized Officer") are hereby authorized to specify, determine, designate, establish and appoint, as the case may be, in one or more written designations which may be included in a bond purchase agreement (each, a "Designation"), (i) the aggregate purchase price of the Bonds and the underwriting discount which shall not exceed 0.7% of the aggregate stated principal amount thereof, (ii) the form and contents of any bond purchase agreement in connection with such sale, (iii) the title (including series designation), dated date, aggregate principal amount (including the aggregate principal amounts of serial Bonds and term Bonds, if any), which aggregate stated principal amount shall not exceed \$10,400,000, and the final maturity date, which shall not be later than December 15, 2042, (iv) the principal amounts maturing in each year, (v) the rate or rates of interest to be borne by each principal maturity of the Bonds, provided that present value savings results from refunding the Refunded Bonds and provided that the true interest cost of the Bonds shall not exceed 3.0%, (vi) the principal payment dates and interest payment dates, (vii) whether the Bonds will be subject to redemption prior to their stated maturity, and if subject to such optional redemption, the provisions governing such redemption, including a redemption price not to exceed 104% of the principal amount then being redeemed plus accrued interest to the date of redemption, (viii) the amount and due date of each sinking fund installment for any of the Bonds issued as term Bonds, (ix) the designation of the Paying Agent and Registrar and the form and content of any agreement between the City and such entity, and (x) all other terms and provisions of the Bonds not otherwise specified or fixed by this Ordinance.

(c) The Authorized Officers, or each individually, are hereby authorized to irrevocably call any or all of the Refunded Bonds for redemption on such date or dates he or she determines appropriate, which date or dates shall be the Redemption Dates hereunder. The Authorized Officers, or each individually, are hereby authorized to designate, approve, execute and deliver, as the case may be (i) the form, content, terms and provisions of any published and/or mailed notice of redemption with respect to the payment and redemption of the Refunded Bonds, (ii) an Escrow Agent, (iii) the form, content, terms and provisions of an Escrow Agreement with the Escrow Agent for the purpose of providing for the deposit in trust with the Escrow Agent a portion of the net proceeds of the Bonds, the investment of such net proceeds pending their application, the application of such proceeds and any investment income to the payment of all of the principal of and interest on the Refunded Bonds maturing on or before the Redemption Date and the application of the balance of such proceeds and any investment income thereof to the redemption and retirement of the Refunded Bonds on the Redemption Date.

Section 3. The Bonds shall be issued in fully registered form in the denomination of \$5,000 or any integral multiple thereof. The date of original issue for the Bonds shall be date of original delivery. Interest on the Bonds, at the respective rates for each maturity, shall be payable semi-annually on such dates as shall be determined in a Designation, each an "Interest Payment Date", and the Bonds shall bear such interest from the date of original issue or the most recent Interest Payment Date, whichever is later. The interest due on each Interest Payment Date shall be payable to the registered owners of record as of the fifteenth day immediately preceding the Interest Payment Date (the "Record Date"), subject to the provisions of Section 4 hereof. The Bonds shall be numbered from 1 upwards in the order of their issuance. No Bond shall be issued originally or upon transfer or partial redemption having more than one principal maturity. The initial bond numbering and principal amounts for each of the Bonds issued shall be as directed by the initial purchaser thereof. Payments of interest due on the Bonds prior to maturity or earlier redemption shall be made by the Paying Agent and Registrar, designated in Section 4 hereof, by mailing a check or draft in the amount due for such interest on each Interest Payment Date to the registered owner of

each Bond, as of the Record Date for such Interest Payment Date, to such owner's registered address as shown on the books of registration as required to be maintained in Section 4 hereof. Payments of principal due at maturity or at any date fixed for redemption prior to maturity, together with unpaid accrued interest thereon, shall be made by the Paying Agent and Registrar to the registered owners upon presentation and surrender of the Bonds to the Paying Agent and Registrar. The City and the Paying Agent and Registrar may treat the registered owner of any Bond as the absolute owner of such Bond for the purpose of making payments thereon and for all other purposes and neither the City nor the Paying Agent and Registrar shall be affected by any notice or knowledge to the contrary, whether such Bond or any installment of interest due thereon shall be overdue or not. All payments on account of interest or principal made to the registered owner of any Bond in accordance with the terms of this Ordinance shall be valid and effectual and shall be a discharge of the City and the Paying Agent and Registrar, in respect of the liability upon the Bonds or claims for interest to the extent of the sum or sums so paid.

Section 4. The Authorized Officers are hereby authorized to designate the Paying Agent and Registrar for the Bonds in a Designation, which Paying Agent and Registrar shall be a bank or trust company. Said Paying Agent and Registrar shall serve in such capacities under the terms of an agreement entitled "Paying Agent and Registrar's Agreement" between the City and said Paying Agent and Registrar and the Mayor and City Clerk are hereby authorized to execute said agreement. The Paying Agent and Registrar shall keep and maintain for the City books for the registration and transfer of the Bonds at its office. The names and registered addresses of the registered owner or owners of the Bonds shall at all times be recorded in such books. Any Bond may be transferred pursuant to its provisions at the office of the Paying Agent and Registrar by surrender of such Bond for cancellation, accompanied by a written instrument of transfer, in form satisfactory to the Paying Agent and Registrar, duly executed by the registered owner in person or by such owner's duly authorized agent, and thereupon the Paying Agent and Registrar, on behalf of the City, will deliver at its office (or send by registered mail to the transferee owner or owners thereof at such transferee owner's or owners' risk and expense), registered in the name of the transferee owner or owners, a new Bond or Bonds of the same series, interest rate, aggregate principal amount and maturity. To the extent of the denominations authorized for the Bonds by this Ordinance, one Bond may be transferred for several such Bonds of the same series, interest rate and maturity, and for a like aggregate principal amount, and several such Bonds may be transferred for one or several such Bonds, respectively, of the same series, interest rate and maturity and for a like aggregate principal amount. In every case of transfer of a Bond, the surrendered Bond shall be canceled and destroyed. All Bonds issued upon transfer of the bonds so surrendered shall be valid obligations of the City evidencing the same obligation as the Bonds surrendered and shall be entitled to all the benefits and protection of this Ordinance to the same extent as the Bonds upon transfer of which they were delivered. The City and the Paying Agent and Registrar shall not be required to transfer any Bond during any period from any Record Date until its immediately following Interest Payment Date or to transfer any Bond called for redemption for a period of 30 days next preceding the date fixed for redemption.

Section 5. In the event that payments of interest due on the Bonds on an Interest Payment Date are not timely made, such interest shall cease to be payable to the registered owners as of the Record Date for such Interest Payment Date and shall be payable to the registered owners of the Bonds as of a special date of record for payment of such defaulted interest as shall be designated by the Paying Agent and Registrar whenever monies for the purpose of paying such defaulted interest become available.

Section 6. In addition to any mandatory sinking fund redemptions, the Bonds shall be subject to redemption at the option of the City, in whole or in part, prior to maturity at any time on or after five years after the date of original issue, at par plus accrued interest on the principal amount redeemed to the date fixed for redemption (or such other date or dates as may be determined in a Designation). The City may select the Bonds to be redeemed for optional redemption in its sole discretion. Bonds for mandatory

redemption shall be selected by the Paying Agent and Registrar using any random method of selection determined appropriate by the Paying Agent and Registrar. Bonds redeemed pursuant to the requirements for mandatory redemption shall be redeemed at par plus accrued interest on the principal amount redeemed.

The Bonds shall be redeemed only in amounts of \$5,000 or integral multiples thereof. Bonds redeemed in part only shall be surrendered to the Paying Agent and Registrar in exchange for a new Bond evidencing the unredeemed principal thereof. Notice of redemption of any Bond called for redemption shall be given, at the direction of the City in the case of optional redemption and without further direction in the case of mandatory redemption, by the Paying Agent and Registrar by mail not less than 30 days prior to the date fixed for redemption, first class, postage prepaid, sent to the registered owner of such Bond at said owner's registered address. Such notice shall designate the Bond or Bonds to be redeemed by maturity or otherwise, the date of original issue, series and the date fixed for redemption and shall state that such Bond or Bonds are to be presented for prepayment at the office of the Paying Agent and Registrar. In case of any Bond partially redeemed, such notice shall specify the portion of the principal amount of such Bond to be redeemed. No defect in the mailing of notice for any Bond shall affect the sufficiency of the proceedings of the City designating the Bonds called for redemption or the effectiveness of such call for Bonds for which notice by mail has been properly given and the City shall have the right to further direct notice of redemption for any such Bond for which defective notice has been given.

Section 7. If the date for payment of the principal of or interest on the Bonds shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the municipality where the Paying Agent and Registrar is located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized to close, and payment on such day shall have the same force and effect as if made on the nominal date of payment.

Section 8. The Bonds shall be in substantially the following form:

UNITED STATES OF AMERICA  
STATE OF NEBRASKA  
COUNTY OF SARPY

CITY OF LA VISTA, NEBRASKA  
HIGHWAY ALLOCATION FUND PLEDGE AND REFUNDING BOND  
SERIES 20\_\_\_\_

No. \_\_\_\_\_ \$

<u>Interest Rate</u> %	<u>Maturity Date</u> _____, 20____	<u>Date of Original Issue</u> _____, 20____	<u>CUSIP</u>
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Registered Owner: Cede & Co.

Principal Amount:

The CITY OF LA VISTA, NEBRASKA (the "City"), hereby acknowledges itself to owe and for value received promises to pay to the Registered Owner specified above, or registered assigns, the Principal Amount specified above in lawful money of the United States of America on the Maturity Date specified above with interest thereon to maturity (or earlier redemption) computed on the basis of a 360-day year consisting of twelve 30-day months from the Date of Original Issue or most recent Interest Payment Date, whichever is later, at the Interest Rate per annum specified above, payable semiannually on \_\_\_\_\_ and \_\_\_\_\_ of each year, beginning \_\_\_\_\_, 20\_\_\_\_ (each of such dates an "Interest Payment Date"). The Principal Amount hereof, together with unpaid accrued interest due at maturity or upon earlier redemption, is payable upon presentation and surrender of this bond at the office of \_\_\_\_\_, as the Paying Agent and Registrar, in \_\_\_\_\_, Nebraska. Interest on this bond due prior to maturity or earlier redemption will be paid on each Interest Payment Date by a check or draft mailed by the Paying Agent and Registrar to the registered owner of this bond, as shown on the books of record maintained by the Paying Agent and Registrar, at the close of business on the fifteenth day immediately preceding such Interest Payment Date, to such owner's registered address as shown on such books and records. Any interest not so timely paid shall cease to be payable to the person entitled thereto as of the record date such interest was payable, and shall be payable to the person who is the registered owner of this bond (or of one or more predecessor bonds hereto) on such special record date for payment of such defaulted interest as shall be fixed by the Paying Agent and Registrar whenever monies for such purposes become available.

This bond is one of an issue of fully registered bonds (the "Bonds") of the total principal amount of \_\_\_\_\_ (\$\_\_\_\_\_), of even date and like tenor except as to date of maturity, rate of interest and denomination which were issued by the City in strict compliance with Section 66-4,101, Reissue Revised Statutes of Nebraska, as amended, and other applicable statutes for the purposes of (1) paying the costs of financing various street improvements within the City and (2) refunding (a) \$\_\_\_\_\_ outstanding principal amount of Highway Allocation Fund Pledge Bonds, Series 2016, dated May 24, 2016; and (b) \$\_\_\_\_\_ outstanding principal amount of Highway Allocation Fund Pledge Refunding Bonds, Series 2014, dated December 31, 2014. The issuance of such bonds has been authorized by proceedings duly had and an ordinance legally passed and approved by the Mayor and Council of the City (the "Ordinance").

The Bonds are subject to redemption at the option of the City, in whole or in part, at any time on or after five years after the date of delivery, at par plus interest accrued on the principal amount redeemed to the date fixed for redemption.

[In addition, the Bonds shall be subject to mandatory sinking fund redemption payments (with bonds being redeemed at par plus accrued interest) as follows:

\$ Principal Maturing .20  
\$        to be called                   , 20  
\$        to be called                   , 20  
\$        Payable                   , 20]

Notice of redemption shall be given by mail to the registered owner of any Bond to be redeemed at such registered owner's address in the manner specified in the Ordinance authorizing the Bonds. Individual Bonds may be redeemed in part but only in \$5,000 amounts or integral multiples thereof.

This Bond is transferable by the Registered Owner or such owner's attorney duly authorizing in writing at the office of the Paying Agent and Registrar upon surrender and cancellation of this Bond, and thereupon a new Bond or Bonds of the same aggregate principal amount, interest rate and maturity will be issued to the transferee as provided in the Ordinance, subject to the limitations therein prescribed. The City, the Paying Agent and Registrar and any other person may treat the person in whose name this Bond is registered as the absolute owner hereof for the purpose of receiving payment due hereunder and for all purposes and shall not be affected by any notice to the contrary, whether this Bond be overdue or not.

If the date for payment of the principal of or interest on this Bond shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the City are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized to close, and payment on such day shall have the same force and effect as if made on the nominal date of payment.

[The City has in the Ordinance designated such issue of bonds as "qualified tax-exempt obligations" pursuant to Section 265(b)(3)(B)(i) of the Internal Revenue Code of 1986, as amended.]

**IT IS HEREBY CERTIFIED AND WARRANTED** that all conditions, acts and things required by law to exist or to be done precedent to and in the issuance of this Bond did exist, did happen and were done and performed in regular and due form and time as required by law and that the indebtedness of said City, including this Bond, does not exceed any limitation imposed by law. For the prompt payment of the principal and interest on this bond and the other bonds of the same issue, the City has pledged funds received and to be received from the Highway Allocation Fund of the State of Nebraska with receipts from such fund to be allocated by the City to payment of principal and interest as the same fall due. In addition, the City hereby covenants and agrees that it shall levy ad valorem taxes upon all the taxable property in the City at such rate or rates, within applicable statutory and constitutional limitations, as will provide funds which together with receipts from the Highway Allocation Fund, as pledged to the payment of such principal and interest and any other money made available and used for such purpose, will be sufficient to make payment of the principal of and interest on this Bond and the other Bonds of the same issue as the same fall due.

AS PROVIDED IN THE ORDINANCE REFERRED TO HEREIN, UNTIL THE TERMINATION OF THE SYSTEM OF BOOK-ENTRY-ONLY TRANSFERS THROUGH THE DEPOSITORY TRUST COMPANY, NEW YORK, NEW YORK (TOGETHER WITH ANY SUCCESSOR SECURITIES DEPOSITORY APPOINTED PURSUANT TO THE ORDINANCE, "DTC"), AND NOTWITHSTANDING ANY OTHER PROVISIONS OF THE ORDINANCE TO THE CONTRARY, A PORTION OF THE PRINCIPAL AMOUNT OF THIS BOND MAY BE PAID OR REDEEMED WITHOUT SURRENDER HEREOF TO THE REGISTRAR, DTC OR A NOMINEE, TRANSFeree OR ASSIGNEE OF DTC OF

THIS BOND MAY NOT RELY UPON THE PRINCIPAL AMOUNT INDICATED HEREON AS THE PRINCIPAL AMOUNT HEREOF OUTSTANDING AND UNPAID. THE PRINCIPAL AMOUNT HEREOF OUTSTANDING AND UNPAID SHALL FOR ALL PURPOSES BE THE AMOUNT DETERMINED IN THE MANNER PROVIDED IN THE ORDINANCE.

UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED OFFICER OF DTC (A) TO THE REGISTRAR FOR REGISTRATION OF TRANSFER OR EXCHANGE OR (B) TO THE REGISTRAR FOR PAYMENT OF PRINCIPAL, AND ANY BOND ISSUED IN REPLACEMENT HEREOF OR SUBSTITUTION HEREOF IS REGISTERED IN THE NAME OF DTC AND ANY PAYMENT IS MADE TO DTC OR ITS NOMINEE, ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL BECAUSE ONLY THE REGISTERED OWNER HEREOF, DTC OR ITS NOMINEE, HAS AN INTEREST HEREIN.

This Bond shall not be valid and binding on the City until authenticated by the Paying Agent and Registrar.

IN WITNESS WHEREOF, the Mayor and Council of the City have caused this Bond to be executed on behalf of the City with the manual or facsimile signatures of the Mayor and the Clerk and by causing the official seal of the City to be impressed or imprinted hereon, all as of the date of original issue specified above.

CITY OF LA VISTA, NEBRASKA  
(facsimile signature)

ATTEST: \_\_\_\_\_  
Mayor

\_\_\_\_\_  
(facsimile signature)  
Clerk  
(SEAL)

#### CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds authorized by Ordinance of the Mayor and Council of the City of La Vista, Nebraska, described in the foregoing Bond.

\_\_\_\_\_,  
\_\_\_\_\_, Nebraska, Paying Agent and Registrar

## ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto

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Print or Type Name, Address and Social Security Number  
or other Taxpayer Identification Number of Transferee

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints \_\_\_\_\_ agent to transfer the within Bond on the Bond Register kept by the Paying Agent for the registration thereof, with full power of substitution in the premises.

Dated: \_\_\_\_\_

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NOTICE: The signature to this assignment must correspond with the name of the Registered Owner as it appears upon the face of the within Bond in every particular.

Medallion Signature Guarantee:

Section 9. Each of the Bonds shall be executed on behalf of the City with the manual or facsimile signatures of the Mayor and Clerk of the City. The Bonds shall be issued initially as “book-entry-only” bonds using the services of The Depository Trust Company (the “Depository”), with one typewritten bond per maturity being issued to the Depository. In such connection said officers are authorized to execute and deliver a letter of representations (the “Letter of Representations”) in the form required by the Depository, for and on behalf of the City, which shall thereafter govern matters with respect to registration, transfer, payment and redemption of the Bonds. Upon the issuance of the Bonds as “book-entry-only” bonds, the following provisions shall apply:

(a) The City and the Paying Agent and Registrar shall have no responsibility or obligation to any broker-dealer, bank or other financial institution for which the Depository holds Bonds as securities depository (each, a “Bond Participant”) or to any person who is an actual purchaser of a Bond from a Bond Participant while the Bonds are in book-entry form (each, a “Beneficial Owner”) with respect to the following:

(i) the accuracy of the records of the Depository, any nominees of the Depository or any Bond Participant with respect to any ownership interest in the Bonds,

(ii) the delivery to any Bond Participant, any Beneficial Owner or any other person, other than the Depository, of any notice with respect to the Bonds, including any notice of redemption, or

(iii) the payment to any Bond Participant, any Beneficial Owner or any other person, other than the Depository, of any amount with respect to the Bonds. The Paying Agent and Registrar shall make payments with respect to the Bonds only to or upon the order of the Depository or its nominee and all such payments shall be valid and effective fully to satisfy and discharge the obligations with respect to such Bonds to the extent of the sum or sums so paid. No person other than the Depository shall receive an authenticated Bond, except as provided in (e) below.

(b) Upon receipt by the Paying Agent and Registrar of written notice from the Depository to the effect that the Depository is unable or unwilling to discharge its responsibilities, the Paying Agent and Registrar shall issue, transfer and exchange Bonds requested by the Depository in appropriate amounts. Whenever the Depository requests the Paying Agent and Registrar to do so, the Paying Agent and Registrar will cooperate with the Depository in taking appropriate action after reasonable notice (i) to arrange, with the prior written consent of the City, for a substitute depository willing and able upon reasonable and customary terms to maintain custody of the Bonds or (ii) to make available Bonds registered in whatever name or names the Beneficial Owners transferring or exchanging such Bonds shall designate.

(c) If the City determines that it is desirable that certificates representing the Bonds be delivered to the Bond Participants and/or Beneficial Owners of the Bonds and so notifies the Paying Agent and Registrar in writing, the Paying Agent and Registrar shall so notify the Depository, whereupon the Depository will notify the Bond Participants of the availability through the Depository of bond certificates representing the Bonds. In such event, the Paying Agent and Registrar shall issue, transfer and exchange bond certificates representing the Bonds as requested by the Depository in appropriate amounts and in authorized denominations.

(d) Notwithstanding any other provision of this Ordinance to the contrary, so long as any Bond is registered in the name of the Depository or any nominee thereof, all payments with

respect to such Bond and all notices with respect to such Bond shall be made and given, respectively, to the Depository as provided in the Letter of Representations.

(e) Registered ownership of the Bonds may be transferred on the books of registration maintained by the Paying Agent and Registrar, and the Bonds may be delivered in physical form to the following:

(i) any successor securities depository or its nominee;

(ii) any person, upon (A) the resignation of the Depository from its functions as depository or (B) termination of the use of the Depository pursuant to this Section.

(f) In the event of any partial redemption of a Bond unless and until such partially redeemed Bond has been replaced in accordance with the provisions of this Ordinance, the books and records of the Paying Agent and Registrar shall govern and establish the principal amount of such Bond as is then outstanding and all of the Bonds issued to the Depository or its nominee shall contain a legend to such effect.

If for any reason the Depository resigns and is not replaced or upon termination by the City of book-entry-only form, the City shall immediately provide a supply of bond certificates for issuance upon subsequent transfers or in the event of partial redemption. In the event that such supply of certificates shall be insufficient to meet the requirements of the Paying Agent and Registrar for issuance of replacement bond certificates upon transfer or partial redemption, the City agrees to order printed an additional supply of bond certificates and to direct their execution by manual or facsimile signature of its then duly qualified and acting officers. In case any officer whose signature or facsimile thereof shall appear on any Bond shall cease to be such officer before the delivery of such Bond (including any bond certificates delivered to the Paying Agent and Registrar for issuance upon transfer or partial redemption) such signature or such facsimile signature shall nevertheless be valid and sufficient for all purposes the same as if such officer or officers had remained in office until the delivery of such Bond. The Bonds shall not be valid and binding on the City until authenticated by the Paying Agent and Registrar. The Bonds shall be delivered to the Paying Agent and Registrar for registration and authentication. Upon execution, registration and authentication of the Bonds, they shall be delivered to the City Treasurer, who is authorized to deliver them to the Underwriter, as initial purchaser thereof, upon receipt of the principal amount of the Bonds plus accrued interest thereon, to date of payment for the Bonds and less the Underwriter's discount, in accordance with Section 3 hereof. Such initial purchaser shall have the right to direct the registration of the Bonds and the denominations thereof within each maturity, subject to the restrictions of this Ordinance. The Underwriter and its agents, representatives and counsel and the City's bond counsel are hereby authorized to take such actions on behalf of the City as are necessary to effectuate the closing of the issuance and sale of the Bonds, including, without limitation, authorizing the release of the Bonds by the Depository at closing. The Authorized Officers of the City (or any one of them) are hereby authorized to execute a bond purchase agreement for the sale of the Bonds to the Underwriter. The officers of the City, or any one or more of them are hereby further authorized to take any and all actions and enter into any and all agreements deemed necessary or appropriate in connection with the issuance and sale of the Bonds and the redemption and payment of the Refunded Bonds, and any such actions previously taken are hereby ratified and confirmed.

Section 10. The Clerk is directed to make and certify a transcript or transcripts of the proceedings of the Mayor and Council precedent to the issuance of the Bonds, a copy of which shall be delivered to the initial purchaser of the Bonds.

Section 11. The net sale proceeds of the Bonds, along with any necessary funds of the City on hand, shall be applied to pay or reimburse costs of the Project and to the payment and satisfaction of all of the principal of and the interest on the Refunded Bonds falling due prior to, and as called for redemption on, the Redemption Dates. Accrued interest received from the sale of the Bonds, if any, shall be applied to pay interest first falling due on the Bonds. Expenses of issuance of the Bonds may be paid from the proceeds of the Bonds. In order to satisfy the City's obligations on the Refunded Bonds, if determined necessary and appropriate by an Authorized Officer, such proceeds of the Bonds along with funds of the City on hand shall be set aside and held and invested in a special trust account which is hereby ordered established with such bank or trust company as determined by an Authorized Officer to act as escrow agent (the "Escrow Agent"). The Escrow Agent shall have custody and safekeeping of the funds and investments which are to be set aside for the payment of the Refunded Bonds. For purposes of governing such escrow account and the holding and application of such funds and investments, the City shall enter into a contract entitled "Escrow Agreement" with the Escrow Agent. The Authorized Officers, or each individually, are hereby authorized and directed to execute and deliver on behalf of the City said Escrow Agreement, including necessary counterparts, in substantially the form and content as presented to the meeting at which this ordinance is adopted, but with such changes and modifications therein as to them seem necessary, desirable, or appropriate for and on behalf of the City. The Authorized Officers, or each individually, are further authorized to approve the investments provided for in said Escrow Agreement, and to make any necessary subscriptions for United States Treasury Securities, State and Local Government Series, or to contract for the purchase of securities in the open market. Said proceeds shall be invested in obligations of the United States Government, direct or guaranteed, including United States Treasury Securities, State and Local Government Series. To the extent that such proceeds are held in a bank depository account, such deposits shall be insured by insurance of the Federal Deposit Insurance Corporation or, to the extent not fully insured, fully collateralized in the same manner as is required for deposit of public funds. Any investment from the proceeds of the Bonds herein authorized shall mature not later than the Redemption Dates. As provided in said Escrow Agreement, the proceeds of the Bonds herein authorized and investment earnings thereon shall be applied to the payment of the principal of and interest on the Refunded Bonds as the same become due on and prior to the Redemption Dates, and as called for redemption on the Redemption Dates. The City agrees that on the date of original issue of the Bonds, or as soon thereafter as practicable, it shall deposit or otherwise have on hand with the Escrow Agent, from tax levy or other available sources, funds sufficient after taking into consideration available proceeds of the Bonds and investment earnings to provide funds for all payments due on the Refunded Bonds on or before the Redemption Dates, and as called for redemption on the Redemption Dates.

Section 12. For the prompt payment of the Bonds, both principal and interest as the same fall due, the City hereby pledges all receipts now or hereafter received by the City from the State of Nebraska Highway Allocation Fund (the "Fund"), as described and referred to in the Act. The pledge provided for in this Section 12 for the Bonds provides, however, that such pledge shall not prevent the City from otherwise applying receipts from the Fund in any year so long as sufficient receipts from the Fund have been set aside for the payment of principal and interest falling due in such year on the Bonds. In addition, the City further reserves the right to issue additional highway allocation fund pledge bonds payable on a parity with the Bonds and the Outstanding Highway Bonds and equally and ratably secured by a pledge of receipts from the Fund. The City hereby further agrees that it shall levy ad valorem taxes upon all the taxable property in the City at such rate or rates within any applicable statutory and constitutional limitations as will provide funds which, together with receipts from the Fund, as pledged to the payment of the Bonds and the Outstanding Highway Bonds, and any other monies made available and used for such purpose, will be sufficient to pay the principal of and interest on the Bonds and the Outstanding Highway Bonds as the same fall due (including mandatory sinking fund redemptions).

Section 13. The City hereby covenants and agrees that it will make no use of the proceeds of the Bonds which would cause the Bonds to be arbitrage bonds within the meaning of Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986, as amended (the “Code”) and further covenants to comply with said Sections 103(b)(2) and 148 and all applicable regulations thereunder throughout the term of said issue, including all requirements with respect to payment and reporting of rebates, if applicable. The City hereby covenants to take all action necessary to preserve the tax-exempt status of the interest on the Bonds for federal income tax purposes under the Code with respect to taxpayers generally. The City further agrees that it will not take any actions which would cause the Bonds to constitute “private activity bonds” within the meaning of Section 141 of the Code. The City hereby authorizes the Authorized Officers, or any one or more of them, as appropriate, to designate the Bonds as its “qualified tax-exempt obligations” pursuant to Section 265(b)(3)(B)(i)(III) of the Code and covenants and warrants that it does not reasonably expect to issue bonds or other obligations aggregating in principal amount more than \$10,000,000 during the calendar year or years in which the Bonds are issued (taking into consideration the exception for current refunding issues). The Authorized Officers, or each individually, are hereby authorized to make, or cause to be made, any and all certifications deemed necessary in connection with the designation of the Bonds as “qualified tax-exempt obligations”, including “deemed designating” the Bonds.

Section 14. The Authorized Officers or any one or more of them is authorized to approve, deem final and deliver a Preliminary Official Statement and a final Official Statement for and on behalf of the City, all in accordance with the requirements of Reg. Sec. 240.15c2-12 of the Securities and Exchange Commission.

Section 15. The City’s obligations under this Ordinance with respect to any or all of the Bonds herein authorized shall be fully discharged and satisfied as to any or all of such Bonds and any such Bond shall no longer be deemed to be outstanding hereunder if such Bond has been purchased by the City and canceled or when the payment of principal of and interest thereon to the respective date of maturity or redemption (a) shall have been made or caused to be made in accordance with the terms thereof, (b) shall have been provided for by depositing with a national or state bank having trust powers, or trust company, in trust, solely for such payment (i) sufficient money to make such payment and/or (ii) direct general obligations (including obligations issued or held in book entry form on the books of the Department of Treasury of the United States of America) of or obligations the principal and interest of which are unconditionally guaranteed by the United States of America (herein referred to as “U.S. Government Obligations”) in such amount and bearing interest payable and maturing or redeemable at stated fixed prices at the option of the holder as to principal, at such time or times, as will ensure the availability of sufficient money to make such payments; provided, however, that with respect to any Bond to be paid prior to maturity, the City shall have duly called such Bond for redemption and given notice of such redemption as provided by law or made irrevocable provision for the giving of such notice. Any money so deposited with such bank or trust company in excess of the amount required to pay principal of and interest on the Bonds for which such monies or U.S. Government Obligations were deposited shall be paid over to the City as and when collected.

Section 16. The City hereby (a) authorizes and directs that an Authorized Officer execute and deliver, on the date of issue of the Bonds, a continuing disclosure undertaking (the “Continuing Disclosure Undertaking”) in such form as shall be satisfactory to the City and in compliance with Rule 15c2-12 of the Securities and Exchange Commission, and (b) covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Undertaking. Notwithstanding any other provision of this ordinance, failure of the City to comply with the Continuing Disclosure Undertaking shall not be considered an event of default hereunder; however, any Participating Underwriter (as such term is defined in the Continuing Disclosure Undertaking) or any Beneficial Owner or any Registered Owner of a Bond (as such terms are defined in the Continuing Disclosure Undertaking) may take such actions as may be necessary and

appropriate, including seeking mandamus or specific performance by court order, to cause the City to comply with its obligations under this section.

Section 17. All documents, agreements, certificates, and instruments related to the Bonds shall be valid, binding, and enforceable against the City when executed and delivered by means of (i) an original manual signature; (ii) a faxed, scanned, or photocopied manual signature, or (iii) any other electronic signature permitted by electronic signatures laws, including any relevant provisions of the Uniform Commercial Code, in each case to the extent applicable. Each faxed, scanned, or photocopied manual signature, or other electronic signature, shall for all purposes have the same validity, legal effect, and admissibility in evidence as an original manual signature. Each document, agreement, certificate, and instrument related to the Bonds may be executed in any number of counterparts, each of which shall be deemed to be an original, but such counterparts shall, together, constitute one and the same document, agreement, certificate, or instrument, as applicable.

Section 18. This Ordinance shall be in force and take effect from and after its passage and publication in pamphlet form as provided by law.

PASSED AND APPROVED this 7th day of February, 2021.

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ATTEST:

\_\_\_\_\_  
Mayor

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\_\_\_\_\_  
City Clerk

[SEAL]

Motion for adjournment was duly made, seconded and on roll call vote was declared adopted by the Mayor.

I, Pamela Buethe, the undersigned City Clerk for the City of La Vista, Nebraska, hereby certify that the foregoing is a true and correct copy of the proceedings had and done by the Mayor and Council on February 2, 2021, 2021; that all of the subjects included in the foregoing proceedings were contained in the agenda for the meeting, kept continually current and readily available for public inspection at the office of the City Clerk; that such subjects were contained in said agenda for at least twenty-four hours prior to said meeting; that a current copy of the Nebraska Open Meetings Act was available and accessible to members of the public, posted during such meeting in the room in which such meeting was held; that at least one copy of all reproducible material discussed at the meeting was available at the meeting for examination and copying by members of the public; that the said minutes from which the foregoing proceedings have been extracted were in written form and available for public inspection within ten working days and prior to the next convened meeting of said body; that all news media requesting notification concerning meetings of said body were provided advance notification of the time and place of said meeting and the subjects to be discussed at said meeting.

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Pamela Buethe  
City Clerk

[SEAL]

**NOTICE OF PUBLICATION**

**OF ORDINANCE NO. \_\_\_\_\_**

**IN PAMPHLET FORM**

Public Notice is hereby given that at a meeting of the Mayor and Council of the City of La Vista, Nebraska, held at :\_ \_.m. on Tuesday, February 2, 2021, there was passed and adopted Ordinance No. \_\_\_ (the "Ordinance") entitled:

**ORDINANCE NO. \_\_\_\_\_**

**AN ORDINANCE AUTHORIZING THE ISSUANCE OF HIGHWAY ALLOCATION FUND PLEDGE AND REFUNDING BONDS OF THE CITY OF LA VISTA, NEBRASKA, IN ONE OR MORE SERIES, IN THE AGGREGATE STATED PRINCIPAL AMOUNT OF NOT TO EXCEED \$10,400,000, IN ONE OR MORE SERIES, FOR THE PURPOSE OF REFUNDING ALL OR A PORTION OF CERTAIN OUTSTANDING HIGHWAY ALLOCATION FUND PLEDGE BONDS OF THE CITY; AND AUTHORIZING THE REDEMPTION OF SUCH OUTSTANDING BONDS TO BE REFUNDED; PRESCRIBING THE FORM OF SUCH BONDS TO BE ISSUED AND AUTHORIZING OFFICERS OF THE CITY TO APPROVE CERTAIN FINAL TERMS OF THE BONDS; PLEDGING FUNDS TO BE RECEIVED BY THE CITY FROM THE STATE OF NEBRASKA HIGHWAY ALLOCATION FUND FOR THE PAYMENT OF SAID BONDS; PROVIDING FOR THE LEVY AND COLLECTION OF TAXES TO PAY THE SAME IF NECESSARY; PROVIDING FOR THE SALE OF THE BONDS; AUTHORIZING THE DELIVERY OF THE BONDS TO THE PURCHASER; AND PROVIDING FOR THE DISPOSITION OF BOND PROCEEDS; AND ORDERING THE ORDINANCE PUBLISHED IN PAMPHLET FORM.**

The Ordinance was published in pamphlet form on \_\_\_\_\_, 2021. Copies of the Ordinance as published in pamphlet form are available for inspection and distribution at the Office of the Clerk, in the City of La Vista, Nebraska.

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Pamela Buethe  
City Clerk

[SEAL]

Publish: \_\_\_\_\_, 2021.

**ORDINANCE NO. \_\_\_\_**

**AN ORDINANCE AUTHORIZING THE ISSUANCE OF TAX SUPPORTED REFUNDING BONDS OF THE CITY OF LA VISTA, NEBRASKA, IN ONE OR MORE SERIES, IN THE AGGREGATE STATED PRINCIPAL AMOUNT OF NOT TO EXCEED \$17,750,000 FOR THE PURPOSE OF REFUNDING ALL OR A PORTION OF CERTAIN OUTSTANDING TAX SUPPORTED IMPROVEMENT BONDS OF THE CITY; AND AUTHORIZING THE REDEMPTION OF SUCH OUTSTANDING BONDS TO BE REFUNDED; PRESCRIBING THE FORM OF SUCH BONDS TO BE ISSUED AND AUTHORIZING OFFICERS OF THE CITY TO APPROVE CERTAIN FINAL TERMS OF THE BONDS; PLEDGING FUNDS TO BE RECEIVED BY A SALES AND USE TAX AND OTHER SOURCES OF FUNDS FOR THE PAYMENT OF SAID BONDS; PROVIDING FOR THE LEVY AND COLLECTION OF SAID TAXES TO PAY THE SAME; PROVIDING FOR THE SALE OF THE BONDS; AUTHORIZING THE DELIVERY OF THE BONDS TO THE PURCHASER; AND PROVIDING FOR THE DISPOSITION OF BOND PROCEEDS; AND ORDERING THE ORDINANCE PUBLISHED IN PAMPHLET FORM.**

BE IT ORDAINED BY THE MAYOR AND COUNCIL OF THE CITY OF LA VISTA, NEBRASKA:

Section 1. (a) The Mayor and Council of the City of La Vista, Nebraska (the "City") hereby find and determine that: There have been heretofore issued and are now outstanding and unpaid valid interest-bearing bonds of the City as follows:

Tax Supported Improvement Bonds, Series 2017, in the outstanding principal amount of \$17,560,000, dated December 21, 2017 (the "Outstanding Bonds"), which mature and bear interest as follows:

Principal <u>Amount</u>	Maturing <u>July 15 Of Year</u>	Interest <u>Rate</u>	<u>CUSIP No.</u>
\$ 515,000	2021	5.000%	505318 SJ5
545,000	2022	5.000	505318 SK2
570,000	2023	5.000	505318 SL0
600,000	2024	5.000	505318 SM8
630,000	2025	5.000	505318 SN6
660,000	2026	5.000	505318 SP1
6,160,000	2034	3.000	505318 SQ9
7,880,000	2042	3.250	505318 SR7

such Outstanding Bonds being part of an issue of \$18,840,000 principal amount of Tax Supported Improvement Bonds, Series 2017 issued pursuant to an ordinance duly passed by the Council and approved by the Mayor on November 8, 2017 (the "2017 Ordinance"), and such Outstanding Bonds maturing on and after July 15, 2023 are redeemable at the option of the City at any time on or after July 15, 2022 (the "Redemption Date"), at a redemption price equal to the principal amount thereof plus accrued interest to the date fixed for redemption.

(b) An election (the "Election"), was duly called and held in conjunction with the Statewide Primary Election on May 13, 2014, pursuant to Section 77-27,142 to 787-27,148, inclusive, R.R.S. Neb., as amended, (the "Act") to impose an additional one-half of one percent (0.50%) sales and use tax to pay the costs of public infrastructure projects (as defined in section 77-27,142 of the Act) in the 84th Street

Redevelopment Project Area (collectively, the “Project”), at which Election a majority of all the qualified electors voting on said proposition voted in favor of the levy and collection of the additional 1/2% sales and use tax (the “Tax”), which Tax was imposed pursuant to Ordinance No. 1215 passed and approved on June 3, 2014. Proceeds of the Tax have been pledged for payment of the Outstanding Bonds, as more fully described in the 2017 Ordinance, and the Tax shall remain in effect at least until payment in full of the Outstanding Bonds and any bonds issued to refund the Outstanding Bonds.

(c) (i) All of the Outstanding Bonds are valid, interest bearing obligations of the City; (ii) since the Outstanding Bonds were issued, the rates of interest available in the market have so declined that by issuing its refunding bonds to provide funds for the payment and redemption of all or a portion of the Outstanding Bonds, a substantial savings in the amount of yearly running interest will be made to the City; (iii) all or a portion of the Outstanding Bonds (as called for redemption, the “Refunded Bonds”) are herein authorized to be called for redemption; (iv) for the purpose of providing for the payment and redemption of the Refunded Bonds as above set out and to pay costs of issuance thereof, it is in the best interest of the City to issue tax supported refunding bonds of the City, in one or more series, in the aggregate stated principal amount of not to exceed \$17,750,000 (the “Bonds”); and (v) except as set forth herein, the City has no bond sinking funds on hand for the retirement of the Refunded Bonds not required for the timely payment of principal and interest due on the Redemption Date.

Section 2. (a) The Mayor and Council further find and determine that (a) it is necessary, desirable, advisable and in the best interest of the City to provide for the payment and redemption of the Refunded Bonds; and, (b) all conditions, acts and things required by law to exist or to be done precedent to the issuance of the Bonds, in one or more series, in the aggregate stated principal amount of not to exceed \$17,750,000 pursuant to Section 10-142, Reissue Revised Statutes of Nebraska, as amended, and other applicable statutes, do exist and have been done as required by law. To provide funds for the purpose of refunding the Refunded Bonds as set out in Section 1 hereof, there shall be and there are hereby ordered issued the Tax Supported Refunding Bonds of the City, in one or more series, in the aggregate stated principal amount of not to exceed \$17,750,000.

(b) The Bonds or any portion thereof are hereby authorized to be sold pursuant to a negotiated sale with such bank or underwriting firm determined in the Designation, as initial purchaser or placement agent, as applicable (the “Underwriter”). In connection with such sale, the Mayor, City Administrator or Director of Administrative Services (each, an “Authorized Officer”) are hereby authorized to specify, determine, designate, establish and appoint, as the case may be, in one or more written designations which may be included in a bond purchase agreement (each, a “Designation”), (i) the aggregate purchase price of the Bonds and the underwriting discount which shall not exceed 0.7% of the aggregate stated principal amount thereof, (ii) the form and contents of any bond purchase agreement in connection with such sale, (iii) the title (including series designation), dated date, aggregate principal amount (including the aggregate principal amounts of serial Bonds and term Bonds, if any), which aggregate stated principal amount shall not exceed \$17,750,000, and the final maturity date, which shall not be later than July 15, 2042, (iv) the principal amounts maturing in each year, (v) the rate or rates of interest to be borne by each principal maturity, with present value savings in an amount approved by an Authorized Officer in a Designation, (vi) the principal payment dates and interest payment dates, (vii) whether the Bonds will be subject to redemption prior to their stated maturity, and if subject to such optional redemption, the provisions governing such redemption, including a redemption price not to exceed 104% of the principal amount then being redeemed plus accrued interest to the date of redemption, (viii) the amount and due date of each sinking fund installment for any of the Bonds issued as term Bonds, (ix) the designation of the Paying Agent and Registrar and the form and content of any agreement between the City and such entity (x) whether interest on each series of Bonds shall be taxable or tax-exempt, and (xi) all other terms and provisions of the Bonds not otherwise specified or fixed by this Ordinance.

(c) The Authorized Officers, or each individually, are hereby authorized to irrevocably call any or all of the Refunded Bonds for redemption on such date or dates he or she determines appropriate, which date or dates shall be the Redemption Dates hereunder. The Authorized Officers, or each individually, are hereby authorized to designate, approve, execute and deliver, as the case may be (i) the form, content, terms and provisions of any published and/or mailed notice of redemption with respect to the payment and redemption of the Refunded Bonds, (ii) an Escrow Agent, (iii) the form, content, terms and provisions of an Escrow Agreement with the Escrow Agent for the purpose of providing for the deposit in trust with the Escrow Agent a portion of the net proceeds of the Bonds, the investment of such net proceeds pending their application, the application of such proceeds and any investment income to the payment of all of the principal of and interest on the Refunded Bonds maturing on or before the Redemption Date and the application of the balance of such proceeds and any investment income thereof to the redemption and retirement of the Refunded Bonds on the Redemption Date.

Section 3. The Bonds shall be issued in fully registered form in the denomination of \$5,000 or any integral multiple thereof. The date of original issue for the Bonds shall be date of original delivery. Interest on the Bonds, at the respective rates for each maturity, shall be payable semi-annually on January 15 and July 15 of each year beginning July 15, 2021 (or such other date or dates as may be determined in a Designation, each an “Interest Payment Date”), and the Bonds shall bear such interest from the date of original issue or the most recent Interest Payment Date, whichever is later. The interest due on each Interest Payment Date shall be payable to the registered owners of record as of the fifteenth day immediately preceding the Interest Payment Date (the “Record Date”), subject to the provisions of Section 4 hereof. The Bonds shall be numbered from 1 upwards in the order of their issuance. No Bond shall be issued originally or upon transfer or partial redemption having more than one principal maturity. The initial bond numbering and principal amounts for each of the Bonds issued shall be as directed by the initial purchaser thereof. Payments of interest due on the Bonds prior to maturity or earlier redemption shall be made by the Paying Agent and Registrar, designated in Section 4 hereof, by mailing a check or draft in the amount due for such interest on each Interest Payment Date to the registered owner of each Bond, as of the Record Date for such Interest Payment Date, to such owner’s registered address as shown on the books of registration as required to be maintained in Section 4 hereof. Payments of principal due at maturity or at any date fixed for redemption prior to maturity, together with unpaid accrued interest thereon, shall be made by the Paying Agent and Registrar to the registered owners upon presentation and surrender of the Bonds to the Paying Agent and Registrar. The City and the Paying Agent and Registrar may treat the registered owner of any Bond as the absolute owner of such Bond for the purpose of making payments thereon and for all other purposes and neither the City nor the Paying Agent and Registrar shall be affected by any notice or knowledge to the contrary, whether such Bond or any installment of interest due thereon shall be overdue or not. All payments on account of interest or principal made to the registered owner of any Bond in accordance with the terms of this Ordinance shall be valid and effectual and shall be a discharge of the City and the Paying Agent and Registrar, in respect of the liability upon the Bonds or claims for interest to the extent of the sum or sums so paid.

Section 4. The Authorized Officers are hereby authorized to designate the Paying Agent and Registrar for the Bonds in a Designation, which Paying Agent and Registrar shall be a bank or trust company. Said Paying Agent and Registrar shall serve in such capacities under the terms of an agreement entitled “Paying Agent and Registrar’s Agreement” between the City and said Paying Agent and Registrar and the Mayor and City Clerk are hereby authorized to execute said agreement. The Paying Agent and Registrar shall keep and maintain for the City books for the registration and transfer of the Bonds at its office. The names and registered addresses of the registered owner or owners of the Bonds shall at all times be recorded in such books. Any Bond may be transferred pursuant to its provisions at the office of the Paying Agent and Registrar by surrender of such Bond for cancellation, accompanied by a written

instrument of transfer, in form satisfactory to the Paying Agent and Registrar, duly executed by the registered owner in person or by such owner's duly authorized agent, and thereupon the Paying Agent and Registrar, on behalf of the City, will deliver at its office (or send by registered mail to the transferee owner or owners thereof at such transferee owner's or owners' risk and expense), registered in the name of the transferee owner or owners, a new Bond or Bonds of the same series, interest rate, aggregate principal amount and maturity. To the extent of the denominations authorized for the Bonds by this Ordinance, one Bond may be transferred for several such Bonds of the same series, interest rate and maturity, and for a like aggregate principal amount, and several such Bonds may be transferred for one or several such Bonds, respectively, of the same series, interest rate and maturity and for a like aggregate principal amount. In every case of transfer of a Bond, the surrendered Bond shall be canceled and destroyed. All Bonds issued upon transfer of the bonds so surrendered shall be valid obligations of the City evidencing the same obligation as the Bonds surrendered and shall be entitled to all the benefits and protection of this Ordinance to the same extent as the Bonds upon transfer of which they were delivered. The City and the Paying Agent and Registrar shall not be required to transfer any Bond during any period from any Record Date until its immediately following Interest Payment Date or to transfer any Bond called for redemption for a period of 30 days next preceding the date fixed for redemption.

Section 5. In the event that payments of interest due on the Bonds on an Interest Payment Date are not timely made, such interest shall cease to be payable to the registered owners as of the Record Date for such Interest Payment Date and shall be payable to the registered owners of the Bonds as of a special date of record for payment of such defaulted interest as shall be designated by the Paying Agent and Registrar whenever monies for the purpose of paying such defaulted interest become available.

Section 6. In addition to any mandatory sinking fund redemptions, the Bonds shall be subject to redemption at the option of the City, in whole or in part, prior to maturity at any time on or after five years after the date of original issue, at par plus accrued interest on the principal amount redeemed to the date fixed for redemption (or such other date or dates as may be determined in a Designation). The City may select the Bonds to be redeemed for optional redemption in its sole discretion. Bonds for mandatory redemption shall be selected by the Paying Agent and Registrar using any random method of selection determined appropriate by the Paying Agent and Registrar. Bonds redeemed pursuant to the requirements for mandatory redemption shall be redeemed at par plus accrued interest on the principal amount redeemed. The Bonds shall be redeemed only in amounts of \$5,000 or integral multiples thereof. Bonds redeemed in part only shall be surrendered to the Paying Agent and Registrar in exchange for a new Bond evidencing the unredeemed principal thereof. Notice of redemption of any Bond called for redemption shall be given, at the direction of the City in the case of optional redemption and without further direction in the case of mandatory redemption, by the Paying Agent and Registrar by mail not less than 30 days prior to the date fixed for redemption, first class, postage prepaid, sent to the registered owner of such Bond at said owner's registered address. Such notice shall designate the Bond or Bonds to be redeemed by maturity or otherwise, the date of original issue, series and the date fixed for redemption and shall state that such Bond or Bonds are to be presented for prepayment at the office of the Paying Agent and Registrar. In case of any Bond partially redeemed, such notice shall specify the portion of the principal amount of such Bond to be redeemed. No defect in the mailing of notice for any Bond shall affect the sufficiency of the proceedings of the City designating the Bonds called for redemption or the effectiveness of such call for Bonds for which notice by mail has been properly given and the City shall have the right to further direct notice of redemption for any such Bond for which defective notice has been given.

Section 7. If the date for payment of the principal of or interest on the Bonds shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the municipality where the Paying Agent and Registrar is located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which

such banking institutions are authorized to close, and payment on such day shall have the same force and effect as if made on the nominal date of payment.

Section 8. The Bonds shall be in substantially the following form:

UNITED STATES OF AMERICA  
STATE OF NEBRASKA  
COUNTY OF SARPY

CITY OF LA VISTA, NEBRASKA  
TAX SUPPORTED REFUNDING BOND (TAXABLE INTEREST)  
SERIES 20\_\_\_\_

No. \_\_\_\_\_ \$

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Date of Original Issue</u>	<u>CUSIP</u>
%	July 15, 20____	_____, 20____	

Registered Owner: Cede & Co.

Principal Amount:

The CITY OF LA VISTA, NEBRASKA (the "City"), hereby acknowledges itself to owe and for value received promises to pay to the Registered Owner specified above, or registered assigns, the Principal Amount specified above in lawful money of the United States of America on the Maturity Date specified above with interest thereon to maturity (or earlier redemption) computed on the basis of a 360-day year consisting of twelve 30-day months from the Date of Original Issue or most recent Interest Payment Date, whichever is later, at the Interest Rate per annum specified above, payable semiannually on \_\_\_\_\_ and \_\_\_\_\_ of each year, beginning \_\_\_\_\_, 20\_\_\_\_ (each of such dates an "Interest Payment Date"). The Principal Amount hereof, together with unpaid accrued interest due at maturity or upon earlier redemption, is payable upon presentation and surrender of this bond at the office of \_\_\_\_\_, as the Paying Agent and Registrar, in \_\_\_\_\_, Nebraska. Interest on this bond due prior to maturity or earlier redemption will be paid on each Interest Payment Date by a check or draft mailed by the Paying Agent and Registrar to the registered owner of this bond, as shown on the books of record maintained by the Paying Agent and Registrar, at the close of business on the fifteenth day immediately preceding such Interest Payment Date, to such owner's registered address as shown on such books and records. Any interest not so timely paid shall cease to be payable to the person entitled thereto as of the record date such interest was payable, and shall be payable to the person who is the registered owner of this bond (or of one or more predecessor bonds hereto) on such special record date for payment of such defaulted interest as shall be fixed by the Paying Agent and Registrar whenever monies for such purposes become available.

This bond is one of an issue of fully registered bonds of the total principal amount of \_\_\_\_\_ Dollars (\$\_\_\_\_\_), of even date and like tenor except as to date of maturity, rate of interest and denomination which were issued by the City to refund the \$\_\_\_\_\_ principal amount of the City's Tax Supported Improvement Bonds, Series 2017, date of original issue – December 21, 2017, (the "Refunded Bonds") which Refunded Bonds were issued to pay the costs of constructing public infrastructure improvements in the 84th Street Redevelopment Project Area. The Refunded Bonds were authorized at an election duly called and held in conjunction with the Statewide Primary Election on May 13, 2014, at which election a majority of all the qualified electors voting on said proposition voted in favor of the levy and collection of the additional 1/2% sales and use tax for payment of costs of the Project. The issuance of this bond and the bonds of this issue has been authorized by proceedings duly had and Ordinance No. \_\_\_\_\_ (the "Ordinance") legally passed and approved by the Mayor and City Council of said City on \_\_\_\_\_, 2021.

The Bonds are subject to redemption at the option of the City, in whole or in part, at any time on or after five years after the date of delivery, at par plus interest accrued on the principal amount redeemed to the date fixed for redemption.

[In addition, the Bonds shall be subject to mandatory sinking fund redemption payments (with bonds being redeemed at par plus accrued interest) as follows:

\$ Principal Maturing July 15, 20  
\$ \_\_\_\_\_ to be called July 15, 20 \_\_\_\_\_  
\$ \_\_\_\_\_ to be called July 15, 20 \_\_\_\_\_  
\$ \_\_\_\_\_ Payable July 15, 20 \_\_\_\_\_]

Notice of redemption shall be given by mail to the registered owner of any Bond to be redeemed at such registered owner's address in the manner specified in the Ordinance authorizing the Bonds. Individual Bonds may be redeemed in part but only in \$5,000 amounts or integral multiples thereof.

This Bond is transferable by the Registered Owner or such owner's attorney duly authorizing in writing at the office of the Paying Agent and Registrar upon surrender and cancellation of this Bond, and thereupon a new Bond or Bonds of the same aggregate principal amount, interest rate and maturity will be issued to the transferee as provided in the Ordinance, subject to the limitations therein prescribed. The City, the Paying Agent and Registrar and any other person may treat the person in whose name this Bond is registered as the absolute owner hereof for the purpose of receiving payment due hereunder and for all purposes and shall not be affected by any notice to the contrary, whether this Bond be overdue or not.

If the date for payment of the principal of or interest on this Bond shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the City are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized to close, and payment on such day shall have the same force and effect as if made on the nominal date of payment.

For the prompt payment of the principal and interest on this bond and the other bonds of the same issue, as described in the Ordinance, the City of La Vista, Nebraska, has pledged funds received and to be received from revenues from a ½ cent sales and use tax as described in the Ordinance (the "Tax"), with receipts from such tax to be allocated by the City to payment of principal and interest as the same fall due. In addition, the City has covenanted and agreed in the Ordinance that it shall designate a portion of its property tax authority pursuant to Section 77-3442, Neb. R.S. Supp. 2015, in such amount as will provide funds which, together with receipts from the Tax as pledged to the payment of such principal and interest and any other money made available and used for such purpose, will be sufficient to make payment of the principal of and interest on this bond and the other bonds of the same issue as the same fall due.

AS PROVIDED IN THE ORDINANCE REFERRED TO HEREIN, UNTIL THE TERMINATION OF THE SYSTEM OF BOOK-ENTRY-ONLY TRANSFERS THROUGH THE DEPOSITORY TRUST COMPANY, NEW YORK, NEW YORK (TOGETHER WITH ANY SUCCESSOR SECURITIES DEPOSITORY APPOINTED PURSUANT TO THE ORDINANCE, "DTC"), AND NOTWITHSTANDING ANY OTHER PROVISIONS OF THE ORDINANCE TO THE CONTRARY, A PORTION OF THE PRINCIPAL AMOUNT OF THIS BOND MAY BE PAID OR REDEEMED WITHOUT SURRENDER HEREOF TO THE REGISTRAR. DTC OR A NOMINEE, TRANSFeree OR ASSIGNEE OF DTC OF THIS BOND MAY NOT RELY UPON THE PRINCIPAL AMOUNT INDICATED HEREON AS THE PRINCIPAL AMOUNT HEREOF OUTSTANDING AND UNPAID. THE PRINCIPAL AMOUNT

HEREOF OUTSTANDING AND UNPAID SHALL FOR ALL PURPOSES BE THE AMOUNT DETERMINED IN THE MANNER PROVIDED IN THE ORDINANCE.

UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED OFFICER OF DTC (A) TO THE REGISTRAR FOR REGISTRATION OF TRANSFER OR EXCHANGE OR (B) TO THE REGISTRAR FOR PAYMENT OF PRINCIPAL, AND ANY BOND ISSUED IN REPLACEMENT HEREOF OR SUBSTITUTION HEREOF IS REGISTERED IN THE NAME OF DTC AND ANY PAYMENT IS MADE TO DTC OR ITS NOMINEE, ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL BECAUSE ONLY THE REGISTERED OWNER HEREOF, DTC OR ITS NOMINEE, HAS AN INTEREST HEREIN.

IT IS HEREBY CERTIFIED AND WARRANTED that all conditions, acts and things required by law to exist or to be done precedent to and in the issuance of this bond did exist, did happen and were done and performed in regular and due form and time as required by law and that the indebtedness of said City, including this bond, does not exceed any limitation imposed by law.

This Bond shall not be valid and binding on the City until authenticated by the Paying Agent and Registrar.

IN WITNESS WHEREOF, the Mayor and Council of the City have caused this Bond to be executed on behalf of the City with the manual or facsimile signatures of the Mayor and the Clerk and by causing the official seal of the City to be impressed or imprinted hereon, all as of the date of original issue specified above.

## CITY OF LA VISTA, NEBRASKA

(facsimile signature)

Mayor

ATTEST:

(facsimile signature)

## Clerk

(SEAL)

## CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds authorized by Ordinance of the Mayor and Council of the City of La Vista, Nebraska, described in the foregoing Bond.

\_\_\_\_\_, Nebraska, Paying Agent and Registrar

## ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto

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Print or Type Name, Address and Social Security Number  
or other Taxpayer Identification Number of Transferee

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints \_\_\_\_\_ agent to transfer the within Bond on the Bond Register kept by the Paying Agent for the registration thereof, with full power of substitution in the premises.

Dated: \_\_\_\_\_

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NOTICE: The signature to this assignment must correspond with the name of the Registered Owner as it appears upon the face of the within Bond in every particular.

Medallion Signature Guarantee:

Section 9. Each of the Bonds shall be executed on behalf of the City with the manual or facsimile signatures of the Mayor and Clerk of the City. The Bonds shall be issued initially as “book-entry-only” bonds using the services of The Depository Trust Company (the “Depository”), with one typewritten bond per maturity being issued to the Depository. In such connection said officers are authorized to execute and deliver a letter of representations (the “Letter of Representations”) in the form required by the Depository, for and on behalf of the City, which shall thereafter govern matters with respect to registration, transfer, payment and redemption of the Bonds. Upon the issuance of the Bonds as “book-entry-only” bonds, the following provisions shall apply:

(a) The City and the Paying Agent and Registrar shall have no responsibility or obligation to any broker-dealer, bank or other financial institution for which the Depository holds Bonds as securities depository (each, a “Bond Participant”) or to any person who is an actual purchaser of a Bond from a Bond Participant while the Bonds are in book-entry form (each, a “Beneficial Owner”) with respect to the following:

(i) the accuracy of the records of the Depository, any nominees of the Depository or any Bond Participant with respect to any ownership interest in the Bonds,

(ii) the delivery to any Bond Participant, any Beneficial Owner or any other person, other than the Depository, of any notice with respect to the Bonds, including any notice of redemption, or

(iii) the payment to any Bond Participant, any Beneficial Owner or any other person, other than the Depository, of any amount with respect to the Bonds. The Paying Agent and Registrar shall make payments with respect to the Bonds only to or upon the order of the Depository or its nominee and all such payments shall be valid and effective fully to satisfy and discharge the obligations with respect to such Bonds to the extent of the sum or sums so paid. No person other than the Depository shall receive an authenticated Bond, except as provided in (e) below.

(b) Upon receipt by the Paying Agent and Registrar of written notice from the Depository to the effect that the Depository is unable or unwilling to discharge its responsibilities, the Paying Agent and Registrar shall issue, transfer and exchange Bonds requested by the Depository in appropriate amounts. Whenever the Depository requests the Paying Agent and Registrar to do so, the Paying Agent and Registrar will cooperate with the Depository in taking appropriate action after reasonable notice (i) to arrange, with the prior written consent of the City, for a substitute depository willing and able upon reasonable and customary terms to maintain custody of the Bonds or (ii) to make available Bonds registered in whatever name or names the Beneficial Owners transferring or exchanging such Bonds shall designate.

(c) If the City determines that it is desirable that certificates representing the Bonds be delivered to the Bond Participants and/or Beneficial Owners of the Bonds and so notifies the Paying Agent and Registrar in writing, the Paying Agent and Registrar shall so notify the Depository, whereupon the Depository will notify the Bond Participants of the availability through the Depository of bond certificates representing the Bonds. In such event, the Paying Agent and Registrar shall issue, transfer and exchange bond certificates representing the Bonds as requested by the Depository in appropriate amounts and in authorized denominations.

(d) Notwithstanding any other provision of this Ordinance to the contrary, so long as any Bond is registered in the name of the Depository or any nominee thereof, all payments with

respect to such Bond and all notices with respect to such Bond shall be made and given, respectively, to the Depository as provided in the Letter of Representations.

(e) Registered ownership of the Bonds may be transferred on the books of registration maintained by the Paying Agent and Registrar, and the Bonds may be delivered in physical form to the following:

(i) any successor securities depository or its nominee;

(ii) any person, upon (A) the resignation of the Depository from its functions as depository or (B) termination of the use of the Depository pursuant to this Section.

(f) In the event of any partial redemption of a Bond unless and until such partially redeemed Bond has been replaced in accordance with the provisions of this Ordinance, the books and records of the Paying Agent and Registrar shall govern and establish the principal amount of such Bond as is then outstanding and all of the Bonds issued to the Depository or its nominee shall contain a legend to such effect.

If for any reason the Depository resigns and is not replaced or upon termination by the City of book-entry-only form, the City shall immediately provide a supply of bond certificates for issuance upon subsequent transfers or in the event of partial redemption. In the event that such supply of certificates shall be insufficient to meet the requirements of the Paying Agent and Registrar for issuance of replacement bond certificates upon transfer or partial redemption, the City agrees to order printed an additional supply of bond certificates and to direct their execution by manual or facsimile signature of its then duly qualified and acting officers. In case any officer whose signature or facsimile thereof shall appear on any Bond shall cease to be such officer before the delivery of such Bond (including any bond certificates delivered to the Paying Agent and Registrar for issuance upon transfer or partial redemption) such signature or such facsimile signature shall nevertheless be valid and sufficient for all purposes the same as if such officer or officers had remained in office until the delivery of such Bond. The Bonds shall not be valid and binding on the City until authenticated by the Paying Agent and Registrar. The Bonds shall be delivered to the Paying Agent and Registrar for registration and authentication. Upon execution, registration and authentication of the Bonds, they shall be delivered to the City Treasurer, who is authorized to deliver them to the Underwriter, as initial purchaser thereof, upon receipt of the principal amount of the Bonds plus accrued interest thereon, to date of payment for the Bonds and less the Underwriter's discount, in accordance with Section 3 hereof. Such initial purchaser shall have the right to direct the registration of the Bonds and the denominations thereof within each maturity, subject to the restrictions of this Ordinance. The Underwriter and its agents, representatives and counsel and the City's bond counsel are hereby authorized to take such actions on behalf of the City as are necessary to effectuate the closing of the issuance and sale of the Bonds, including, without limitation, authorizing the release of the Bonds by the Depository at closing. The Authorized Officers of the City (or any one of them) are hereby authorized to execute a bond purchase agreement for the sale of the Bonds to the Underwriter. The officers of the City, or any one or more of them are hereby further authorized to take any and all actions and enter into any and all agreements deemed necessary or appropriate in connection with the issuance and sale of the Bonds and the redemption and payment of the Refunded Bonds, and any such actions previously taken are hereby ratified and confirmed.

Section 10. The Clerk is directed to make and certify a transcript or transcripts of the proceedings of the Mayor and Council precedent to the issuance of the Bonds, a copy of which shall be delivered to the initial purchaser of the Bonds.

Section 11. The net sale proceeds of the Bonds, along with any necessary funds of the City on hand, shall be applied to the payment and satisfaction of all of the principal of and the interest on the Refunded Bonds falling due prior to, and as called for redemption on, the Redemption Dates. Accrued interest received from the sale of the Bonds, if any, shall be applied to pay interest first falling due on the Bonds. Expenses of issuance of the Bonds may be paid from the proceeds of the Bonds. In order to satisfy the City's obligations on the Refunded Bonds, if determined necessary and appropriate by an Authorized Officer, such proceeds of the Bonds along with funds of the City on hand shall be set aside and held and invested in a special trust account which is hereby ordered established with such bank or trust company as determined by an Authorized Officer to act as escrow agent (the "Escrow Agent"). The Escrow Agent shall have custody and safekeeping of the funds and investments which are to be set aside for the payment of the Refunded Bonds. For purposes of governing such escrow account and the holding and application of such funds and investments, the City shall enter into a contract entitled "Escrow Agreement" with the Escrow Agent. The Authorized Officers, or each individually, are hereby authorized and directed to execute and deliver on behalf of the City said Escrow Agreement, including necessary counterparts, in substantially the form and content as presented to the meeting at which this ordinance is adopted, but with such changes and modifications therein as to them seem necessary, desirable, or appropriate for and on behalf of the City. The Authorized Officers, or each individually, are further authorized to approve the investments provided for in said Escrow Agreement, and to make any necessary subscriptions for United States Treasury Securities, State and Local Government Series, or to contract for the purchase of securities in the open market. Said proceeds shall be invested in obligations of the United States Government, direct or guaranteed, including United States Treasury Securities, State and Local Government Series. To the extent that such proceeds are held in a bank depository account, such deposits shall be insured by insurance of the Federal Deposit Insurance Corporation or, to the extent not fully insured, fully collateralized in the same manner as is required for deposit of public funds. Any investment from the proceeds of the Bonds herein authorized shall mature not later than the Redemption Dates. As provided in said Escrow Agreement, the proceeds of the Bonds herein authorized and investment earnings thereon shall be applied to the payment of the principal of and interest on the Refunded Bonds as the same become due on and prior to the Redemption Dates, and as called for redemption on the Redemption Dates. The City agrees that on the date of original issue of the Bonds, or as soon thereafter as practicable, it shall deposit or otherwise have on hand with the Escrow Agent, from tax levy or other available sources, funds sufficient after taking into consideration available proceeds of the Bonds and investment earnings to provide funds for all payments due on the Refunded Bonds on or before the Redemption Dates, and as called for redemption on the Redemption Dates.

Section 12. The Bonds are special obligations of the City payable from, and secured as to the payment of principal and interest by a pledge of the additional ½ cent sales and use tax imposed pursuant to Ordinance No. 1215 (as described and defined in Section 1 hereof as the "Tax"). The City hereby pledges the Tax to the payment of the principal of and interest on the Bonds. The City hereby further agrees that it shall dedicate such portion of its property tax levy authority (as provided in Section 77-3442, R.S.S. Neb., as amended) as is necessary to provide funds which, together with receipts from the Tax as pledged to the payment of the Bonds and any other monies made available and used for such purpose, will be sufficient to pay the principal of and interest on the Bonds as the same fall due (including mandatory sinking fund redemptions). The pledge of the Tax provided for in this Section 12 for the Bonds shall not prevent the City from otherwise applying receipts from the Tax in any year so long as sufficient receipts from such fund have been set aside for the payment of principal and interest falling due in such year on the Bonds. In addition, the City further reserves the right to issue additional bonds payable on par with the Bonds equally and ratably secured by a pledge of receipts from the Tax.

Section 13. The Authorized Officers or any one or more of them is authorized to approve, deem final and deliver a Preliminary Official Statement and a final Official Statement for and on behalf of the City, all in accordance with the requirements of Reg. Sec. 240.15c2-12 of the Securities and Exchange Commission.

Section 14. The City's obligations under this Ordinance with respect to any or all of the Bonds herein authorized shall be fully discharged and satisfied as to any or all of such Bonds and any such Bond shall no longer be deemed to be outstanding hereunder if such Bond has been purchased by the City and canceled or when the payment of principal of and interest thereon to the respective date of maturity or redemption (a) shall have been made or caused to be made in accordance with the terms thereof, (b) shall have been provided for by depositing with a national or state bank having trust powers, or trust company, in trust, solely for such payment (i) sufficient money to make such payment and/or (ii) direct general obligations (including obligations issued or held in book entry form on the books of the Department of Treasury of the United States of America) of or obligations the principal and interest of which are unconditionally guaranteed by the United States of America (herein referred to as "U.S. Government Obligations") in such amount and bearing interest payable and maturing or redeemable at stated fixed prices at the option of the holder as to principal, at such time or times, as will ensure the availability of sufficient money to make such payments; provided, however, that with respect to any Bond to be paid prior to maturity, the City shall have duly called such Bond for redemption and given notice of such redemption as provided by law or made irrevocable provision for the giving of such notice. Any money so deposited with such bank or trust company in excess of the amount required to pay principal of and interest on the Bonds for which such monies or U.S. Government Obligations were deposited shall be paid over to the City as and when collected.

Section 15. The City hereby (a) authorizes and directs that an Authorized Officer execute and deliver, on the date of issue of the Bonds, a continuing disclosure undertaking (the "Continuing Disclosure Undertaking") in such form as shall be satisfactory to the City and in compliance with Rule 15c2-12 of the Securities and Exchange Commission, and (b) covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Undertaking. Notwithstanding any other provision of this ordinance, failure of the City to comply with the Continuing Disclosure Undertaking shall not be considered an event of default hereunder; however, any Participating Underwriter (as such term is defined in the Continuing Disclosure Undertaking) or any Beneficial Owner or any Registered Owner of a Bond (as such terms are defined in the Continuing Disclosure Undertaking) may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the City to comply with its obligations under this section.

Section 16. All documents, agreements, certificates, and instruments related to the Bonds shall be valid, binding, and enforceable against the City when executed and delivered by means of (i) an original manual signature; (ii) a faxed, scanned, or photocopied manual signature, or (iii) any other electronic signature permitted by electronic signatures laws, including any relevant provisions of the Uniform Commercial Code, in each case to the extent applicable. Each faxed, scanned, or photocopied manual signature, or other electronic signature, shall for all purposes have the same validity, legal effect, and admissibility in evidence as an original manual signature. Each document, agreement, certificate, and instrument related to the Bonds may be executed in any number of counterparts, each of which shall be deemed to be an original, but such counterparts shall, together, constitute one and the same document, agreement, certificate, or instrument, as applicable.

Section 17. This Ordinance shall be in force and take effect from and after its passage and publication in pamphlet form as provided by law.

PASSED AND APPROVED this 2nd day of February, 2021.

ATTEST:

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Mayor

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City Clerk

[SEAL]

Motion for adjournment was duly made, seconded and on roll call vote was declared adopted by the Mayor.

I, Pamela Buethe, the undersigned City Clerk for the City of La Vista, Nebraska, hereby certify that the foregoing is a true and correct copy of the proceedings had and done by the Mayor and Council on February 2, 2021; that all of the subjects included in the foregoing proceedings were contained in the agenda for the meeting, kept continually current and readily available for public inspection at the office of the City Clerk; that such subjects were contained in said agenda for at least twenty-four hours prior to said meeting; that a current copy of the Nebraska Open Meetings Act was available and accessible to members of the public, posted during such meeting in the room in which such meeting was held; that at least one copy of all reproducible material discussed at the meeting was available at the meeting for examination and copying by members of the public; that the said minutes from which the foregoing proceedings have been extracted were in written form and available for public inspection within ten working days and prior to the next convened meeting of said body; that all news media requesting notification concerning meetings of said body were provided advance notification of the time and place of said meeting and the subjects to be discussed at said meeting.

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Pamela Buethe  
City Clerk

[SEAL]

**NOTICE OF PUBLICATION**  
**OF ORDINANCE NO. \_\_\_\_\_**  
**IN PAMPHLET FORM**

Public Notice is hereby given that at a meeting of the Mayor and Council of the City of La Vista, Nebraska, held at :\_\_ .m. on Tuesday, February 2, 2021, there was passed and adopted Ordinance No.    (the "Ordinance") entitled:

**ORDINANCE NO. \_\_\_\_\_**

**AN ORDINANCE AUTHORIZING THE ISSUANCE OF TAX SUPPORTED REFUNDING BONDS OF THE CITY OF LA VISTA, NEBRASKA, IN ONE OR MORE SERIES, IN THE AGGREGATE STATED PRINCIPAL AMOUNT OF NOT TO EXCEED \$17,750,000 FOR THE PURPOSE OF REFUNDING ALL OR A PORTION OF CERTAIN OUTSTANDING TAX SUPPORTED IMPROVEMENT BONDS OF THE CITY; AND AUTHORIZING THE REDEMPTION OF SUCH OUTSTANDING BONDS TO BE REFUNDED; PRESCRIBING THE FORM OF SUCH BONDS TO BE ISSUED AND AUTHORIZING OFFICERS OF THE CITY TO APPROVE CERTAIN FINAL TERMS OF THE BONDS; PLEDGING FUNDS TO BE RECEIVED BY A SALES AND USE TAX AND OTHER SOURCES OF FUNDS FOR THE PAYMENT OF SAID BONDS; PROVIDING FOR THE LEVY AND COLLECTION OF SAID TAXES TO PAY THE SAME; PROVIDING FOR THE SALE OF THE BONDS; AUTHORIZING THE DELIVERY OF THE BONDS TO THE PURCHASER; AND PROVIDING FOR THE DISPOSITION OF BOND PROCEEDS; AND ORDERING THE ORDINANCE PUBLISHED IN PAMPHLET FORM.**

The Ordinance was published in pamphlet form on                   , 2021. Copies of the Ordinance as published in pamphlet form are available for inspection and distribution at the Office of the Clerk, in the City of La Vista, Nebraska.

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Pamela Buethe  
City Clerk

[SEAL]

Publish:                   , 2021.